

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING						FORM 3 AMENDED REPORT				
APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER 12-23-22 South Altamont				
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT BLUEBELL				
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME				
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164				
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com				
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) Fee			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>				
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Janet Harless						14. SURFACE OWNER PHONE (if box 12 = 'fee') 541-895-5573				
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 700 North Mill Street #12, Creswell, OR 97426						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')				
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>				
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN		
LOCATION AT SURFACE		2120 FSL 700 FWL		NWSW	23	2.0 S	2.0 W	U		
Top of Uppermost Producing Zone		2120 FSL 700 FWL		NWSW	23	2.0 S	2.0 W	U		
At Total Depth		2120 FSL 700 FWL		NWSW	23	2.0 S	2.0 W	U		
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 700			23. NUMBER OF ACRES IN DRILLING UNIT 640				
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2993			26. PROPOSED DEPTH MD: 12850 TVD: 12850				
27. ELEVATION - GROUND LEVEL 5388			28. BOND NUMBER LPM4138148			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180				
Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
COND	24	16	0 - 100	65.0	Unknown	8.7	No Used	0	0.0	0.0
SURF	12.25	9.625	0 - 2600	36.0	J-55 ST&C	8.7	Halliburton Light , Type Unknown	360	3.16	11.0
							Halliburton Premium , Type Unknown	225	1.39	14.8
I1	8.75	7	0 - 10500	26.0	P-110 LT&C	10.0	Unknown	430	2.31	11.0
							Unknown	630	1.42	13.5
L1	6.125	5	10300 - 12850	18.0	P-110 ST-L	11.5	Unknown	200	1.45	14.3
ATTACHMENTS										
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES										
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN					
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER					
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP					
NAME Venessa Langmacher			TITLE Senior Permit Analyst			PHONE 303 312-8172				
SIGNATURE			DATE 03/14/2012			EMAIL vlangmacher@billbarrettcorp.com				
API NUMBER ASSIGNED 43013513000000			APPROVAL Permit Manager							

BILL BARRETT CORPORATION
DRILLING PLAN

#12-23-22 South Altamont

NW SW, 2120' FSL and 700' FWL, Section 23, T2S-R2W, USB&M
Duchesne County, UT

1-2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth –MD/TVD</u>
Green River*	5,282'
Mahogany	6,992'
Lower Green River*	8,362'
Douglas Creek	8,872'
Black Shale Facies*	9,602'
Castle Peak*	9,762'
Uteland Butte*	10,052'
Wasatch*	10,527'
TD	12,850'

*PROSPECTIVE PAY

The Green River and Wasatch are primary objectives for oil/gas.

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 2,600'	Rotating Head will be installed (may pre-set 9-5/8" with smaller rig) See Appendix A below if a small rig is used
2,600' – TD	11" 5000# Double Ram Type BOP (Pipe/Blind) 11" 5000# Single Pipe Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 10,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
<u>(FROM)</u>	<u>(TO)</u>						
24"	Surface	100'	16"	65#		welded	new
12-1/4"	surface	2,600'	9-5/8"	36#	J or K 55	STC	New
8-3/4"	surface	10,500'	7"	26#	P110	LTC	New
6-1/8"	10,300	12,850'	5" Liner	18#	P110	STL FJ or equiv	New

Note: May pre-set 9-5/8" surface casing with spudder rig. See Appendix A below.

Bill Barrett Corporation
Drilling Program
#12-23-22 South Altamont
Duchesne County, Utah

5. Cementing Program

<u>Casing</u>	<u>Cement</u>
16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing (may pre-set with spudder rig)	Lead: 360 sx Halliburton Light w/ additives and LCM, 11.0 ppg, 3.16 ft ³ /sx, 1800' fill, 100% excess Tail: 225 sx Halliburton Premium w/ additives and LCM, 14.8 ppg, 1.39 ft ³ /sx, 500' fill, 100% excess Cement to surface, top out as necessary.
8-3/4" hole for 7" intermediate casing	Lead: 430 sx Tuned Light cement w/ additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). 4400' fill, 50% excess, TOC @ 2,100' Tail: 630 sx Halliburton Econocem w/ additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). 4000' fill, 50% excess. TOC @ 6,500'
6-1/8" hole for 5" production liner	200 sx EXPANDACEM w/ additives, 14.30 ppg, 1.45 ft ³ /sx, 2400' fill, 50% excess Planned TOC @ 10,300' (TOL)

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 2,600'	Air/Mist/ 8.3 – 8.7	26 – 36	NC	Air/Mist/Freshwater Spud Mud Fluid System
2,600' - 5,500'	9.2 – 9.4	26 – 36	NC	Freshwater Mud Fluid System
5,500' – 10,500'	9.4 – 10.0	42-58	25 cc or less	DAP Fluid System
10,500' – TD	10.0 – 11.5	58-60	< 10 cc	LSND FW mud
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

Cores	None anticipated
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI, Sonic Scanner, GEM, HFDT to be run at geologist's discretion.

Bill Barrett Corporation
Drilling Program
#13-22-22 South Altamont
Duchesne County, Utah

8. Anticipated Abnormal Pressures or Temperatures

No abnormal temperatures are anticipated.

Maximum anticipated bottom hole pressure equals approximately 7684 psi*

9. Auxiliary Equipment

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use
- d) Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

11. Drilling Schedule

Location Construction: June 2012
Spud: June 2012
Duration: 18 days drilling time
45 days completion time

12. Appendix A

If we pre-set the 9-5/8" casing on this well with a spudder rig, the following equipment shall be in place and operational during air/gas drilling:

- Properly lubricated and maintained rotating head*
- Spark arresters on engines or water cooled exhaust*
- Blooie line discharge 100 feet from well bore and securely anchored
- Straight run on blooie line unless otherwise approved
- Deduster equipment*
- All cuttings and circulating medium shall be directed into a reserve or blooie pit*
- Float valve above bit*
- Automatic igniter or continuous pilot light on the blooie line*
- Compressors located in the opposite direction from the blooie line a minimum of 100 feet from the well bore
- Mud circulating equipment, water, and mud materials (does not have to be premixed) sufficient to maintain the capacity of the hole and circulating tanks or pits

T2S, R2W, U.S.B.&M.

BILL BARRETT CORPORATION

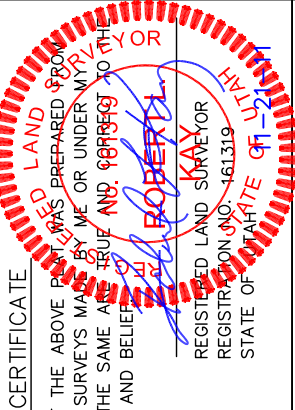
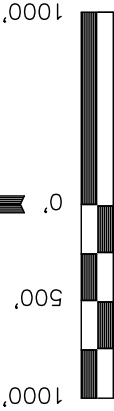
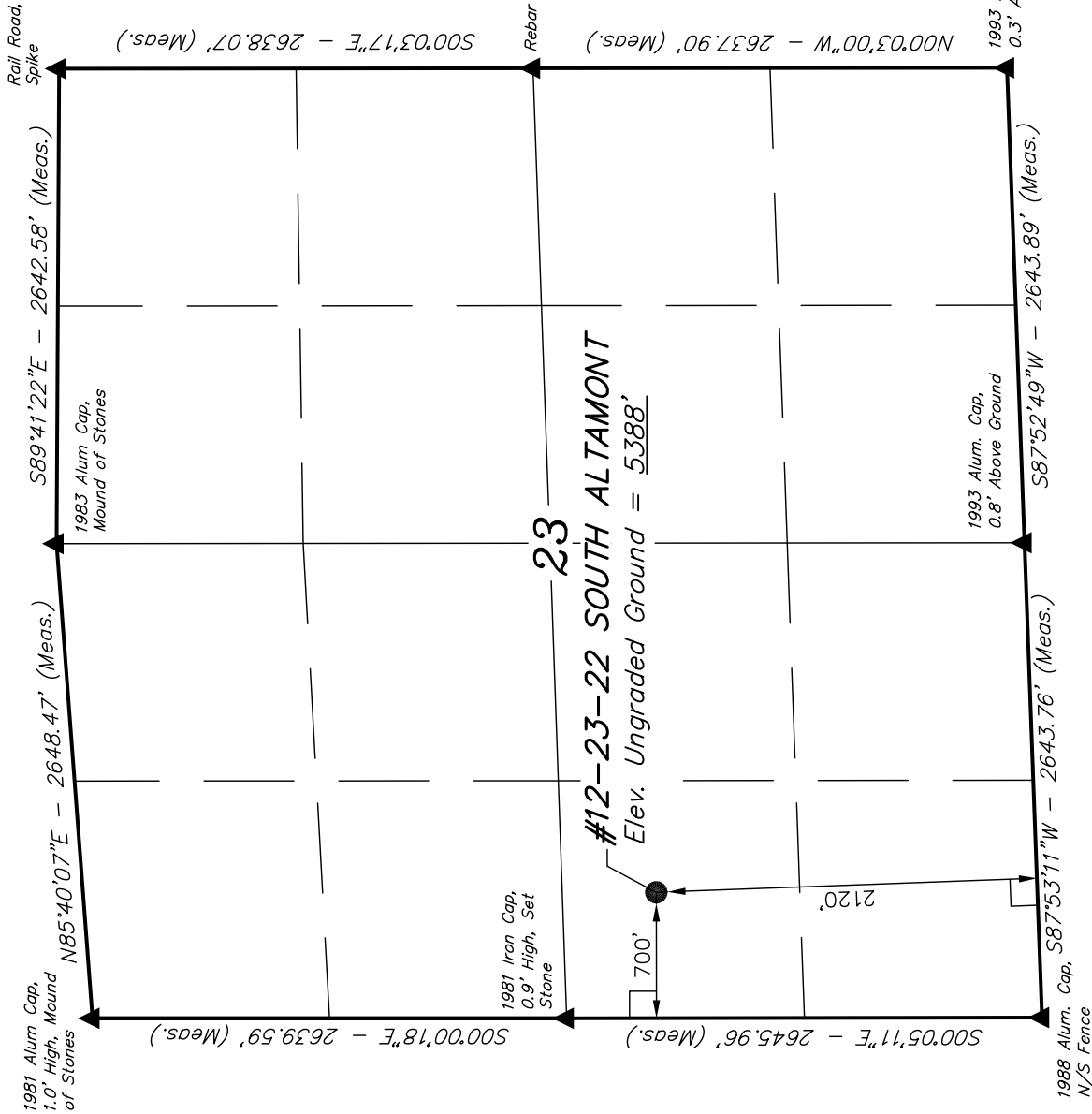
Well location, #12-23-22 SOUTH ALTAMONT, located as shown in the NW 1/4 SW 1/4 of Section 23, T2S, R2W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION LOCATED AT THE SOUTHEAST CORNER OF SECTION 20, T3S, R2W, U.S.B.&M. TAKEN FROM THE MYTON, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5148 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



REV.: 11-21-11 VH

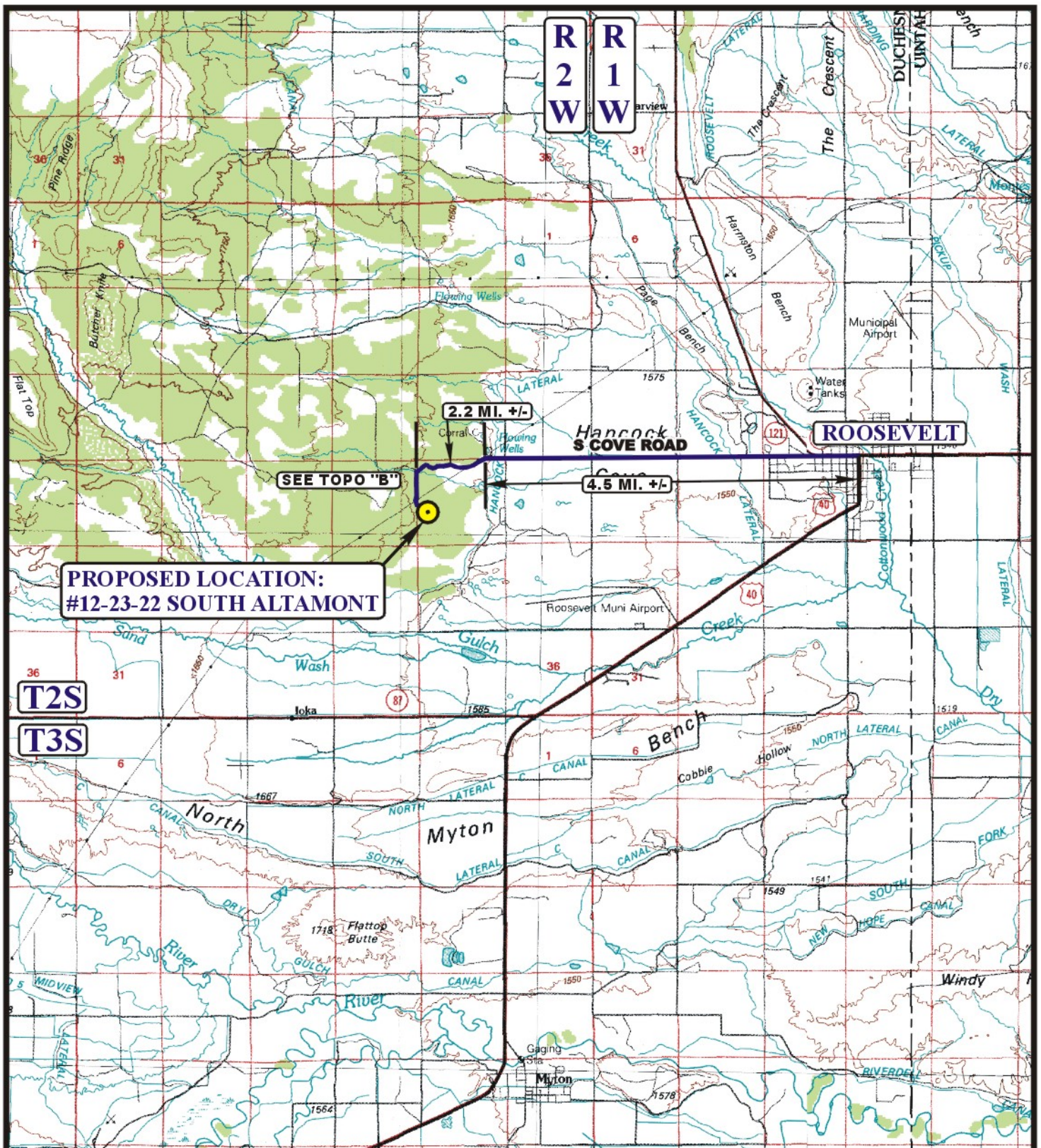
UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 10-04-11	DATE DRAWN: 10-07-11
PARTY C.R. S.R. K.O.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE	
		BILL BARRETT CORPORATION

NAD 83 (SURFACE LOCATION)
LATITUDE = 40°17'34.30" (40.292861)
LONGITUDE = 110°05'01.91" (110.083864)
NAD 27 (SURFACE LOCATION)
LATITUDE = 40°17'34.45" (40.292903)
LONGITUDE = 110°04'59.36" (110.083156)

LEGEND:

- 90° SYMBOL
- PROPOSED WELL HEAD.
- SECTION CORNERS LOCATED.



LEGEND:

● PROPOSED LOCATION



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



BILL BARRETT CORPORATION

#12-23-22 SOUTH ALTAMONT
SECTION 23, T2S, R2W, U.S.B.&M.
2120' FSL 700' FWL

TOPOGRAPHIC
MAP

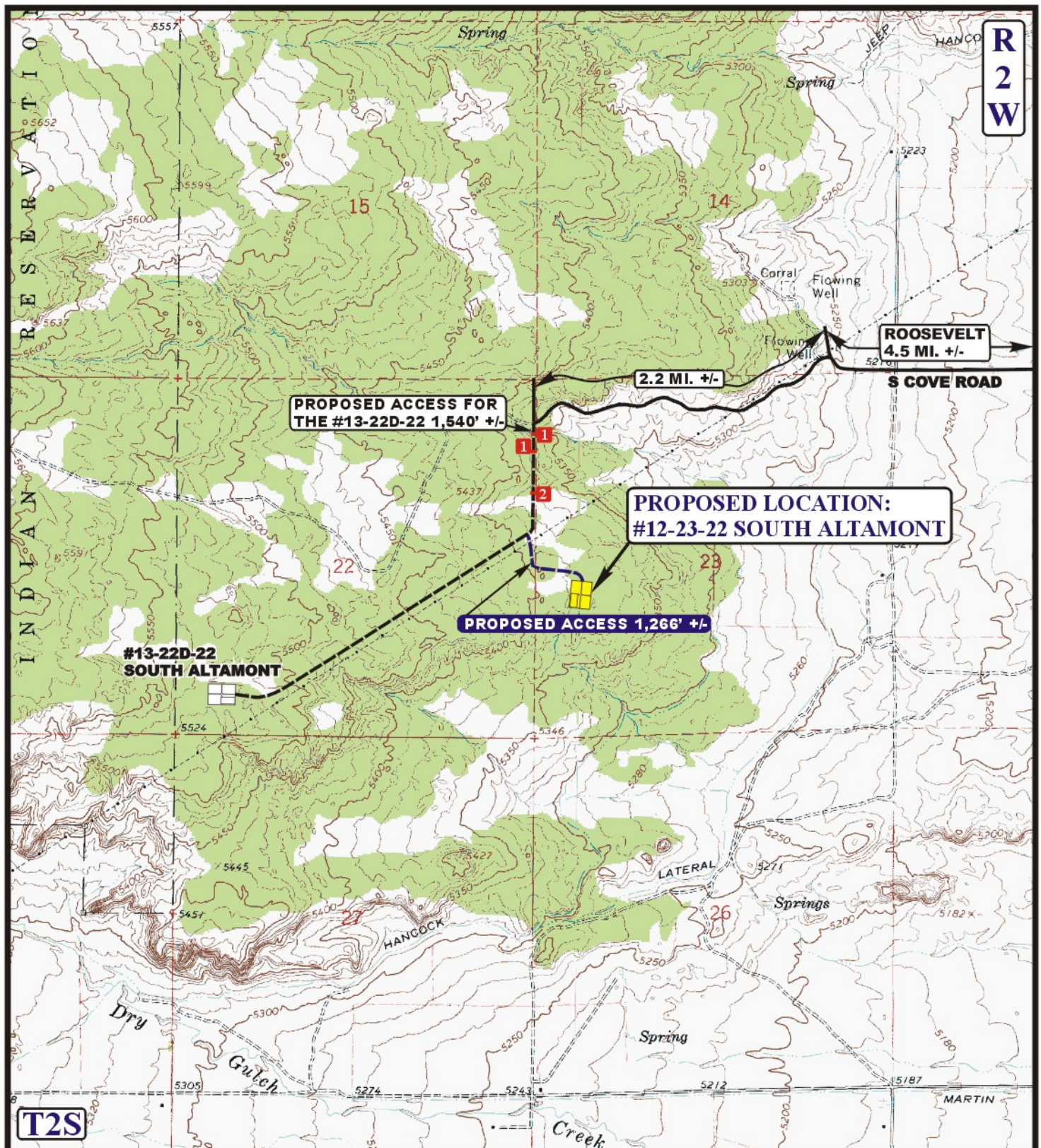
10 06 11
MONTH DAY YEAR

SCALE: 1:100,000

DRAWN BY: C.I.

REVISED: 11-21-11





LEGEND:

- EXISTING ROAD
 PROPOSED ACCESS ROAD
1 INSTALL 24" CMP 2 LOW WATER CROSSING



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#12-23-22 SOUTH ALTAMONT
SECTION 23, T2S, R2W, U.S.B.&M.
2120' FSL 700' FWL

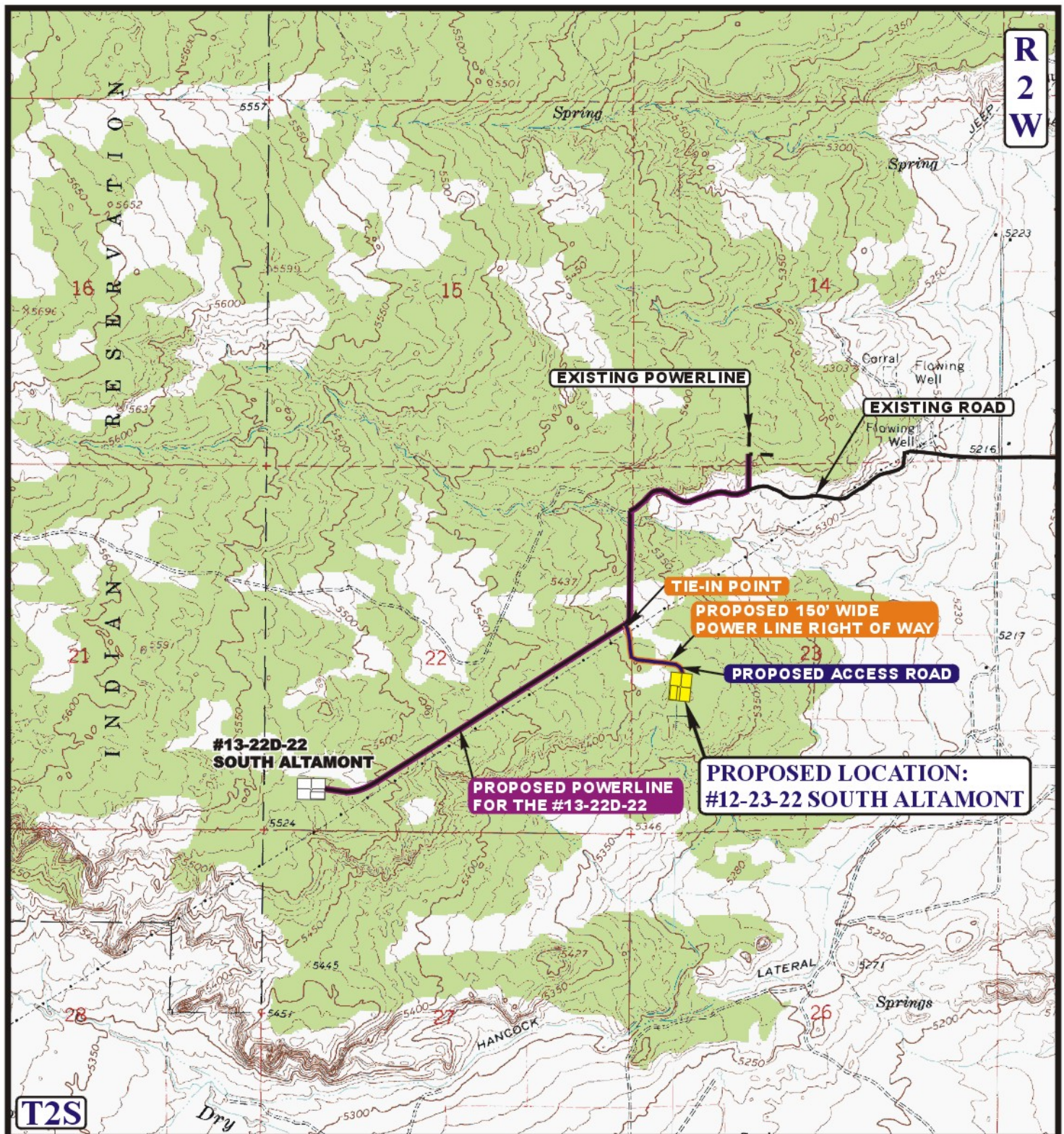
TOPOGRAPHIC
MAP

10 06 11
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 11-21-11

B
TOPO

C
TOPO



APPROXIMATE TOTAL POWERLINE DISTANCE = 1,266' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- - - - - EXISTING POWER LINE

BILL BARRETT CORPORATION

#12-23-22 SOUTH ALTAMONT
SECTION 23, T2S, R2W, U.S.B.&M.
2120' FSL 700' FWL



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TOPOGRAPHIC
MAP

10 06 11
 MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: C.I.

REVISED: 11-21-11

D
TOPO

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 19 day of October, 2011, by and between **Janet Harless**, 700 North Mill Street #12, Creswell Oregon 97426 ("Surface Owner") and **Bill Barrett Corporation**, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("leases") covering and affecting portions of Section 23, Township 2 South, Range 2 West, USM, of Duchesne County, Utah; and,

WHEREAS, such leases grant to BBC the right and privilege of ingress, egress, exploring, drilling, mining, operating for, producing and owning oil and gas and all other products produced therewith, together with the right to make surveys on said lands, lay pipelines, construct roads and bridges, dig canals, build power stations, telephone lines, employee houses and other structures on said lands, necessary or useful in BBC's operations; and,

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the **#12-23-22 South Altamont well** at a legal drill-site location in the **NW/4 of SW/4 Section 23, Township 2 South, Range 2 West, USM, Duchesne County, Utah**; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the Section 23, Township 2 South, Range 2 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

WHEREAS, BBC has agreed to reimburse Surface Owner for actual damages and injuries to all crops, timber, fences and other improvements located on the surface which results from BBC's operations hereunder, provided that BBC shall not be held liable or responsible for acts of providence or occurrences beyond BBC's control, such payment to be made upon commencement of operations to construct the wellsite pad; so,

together with rights of ingress and egress to and from said line or lines for the purposes aforesaid. Such pipeline or pipelines to be buried to a depth of at least three feet below the surface. Such pipeline or pipelines to be constructed within the boundaries of the right-of-way granted herein as shown on Exhibit "B" attached hereto.

Surface Owner hereby releases BBC, its successors and assigns, from any and all damages and claims asserted. The consideration paid by BBC to Surface Owner is accepted by Surface Owner as full and final satisfaction for any and all damages and claims for damages to the surface which result from any of BBC's operations and privileges granted under the above Leases. Surface Owner hereby waives the right to collect any further and additional damages that may hereafter be asserted in connection with BBC's use of the land as further described on Exhibits "A and B" attached hereto and agrees to accept in lieu of any such future claims the agreed upon payment provided for in this Agreement.

Nothing herein shall alter or affect the rights of either party hereto with respect to surface use or disturbance of Surface Owner's land surrounding the drillsite locations, respectively, and BBC agrees to give Surface Owner advance notice of its intended use of any such surrounding land before commencing any operations thereon pursuant to its rights. Compensation for the use of any additional lands used by BBC shall be mutually agreed upon.

Surface Owner and BBC do hereby release, discharge and acquit the other from any and all liability, and shall indemnify the other against any and all claims and demands for damages, attorneys fees, injury or loss, existing now or done hereafter, to the surface of said lands or to any third parties arising out of or being the result of their or their agents, contractors licensees, permittees, successors and assigns own activities on or use of the subject property. However, such parties' potential liability under this paragraph to the other shall be limited to the acts and/or omission of its, or its predecessors, agents, contractors, licensees, permittees, successor and assigns, and shall not include any acts and/or omissions of the other party, it agents, contractors, licensees, permittees, successors or assigns. BBC shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an uncluttered condition.

Any topsoil which is removed by BBC on Surface Owner's land will be stockpiled at the drillsite and will be redistributed on the drillsite upon completion of all operations, and the land reseeded with grasses and/or native plants by BBC upon written request by Surface Owner. All mud pits will be filled and material and debris will be removed from the drillsite upon completion of operations. BBC shall remove from the lands covered hereby, at any time during the term hereof or within six (6) months after the plugging and abandonment of the well drilled pursuant to this Agreement, any or all structures, pipes, equipment and other facilities placed on, over, under, through and across any lands covered hereby, excepting fences, culverts, and other land improvements required by the Surface Owner, and title thereto shall be vested in BBC at all times, and shall in no event be considered or construed as fixtures thereto.

BBC shall maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads.

BBC shall repair any fences and gates damaged by them during the course of their operations on the lands subject to this Agreement.

Surface Owner and their heirs or assigns shall have full access and use of the road built pursuant to this Agreement.

This Agreement shall inure to the benefit of the parties hereto, their heirs, successors and assigns and shall be a burden running with the land.

This Agreement may be executed in any number of counterparts and all such counterparts shall be deemed to constitute a single Agreement and the execution of one counterpart by any party hereto shall have the same force and effect as if said party had signed all other counterparts.

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 25 day of OCT, 2011.

SURFACE OWNER:

BILL BARRETT CORPORATION

By: Janet Harless
Janet Harless

By: Clint W. Turner
Clint W. Turner
As Agent for Bill Barrett Corporation

STATE OF Oregon)
~~UTAH~~)
COUNTY OF Lane)

On the 25 day of October, 2011, personally appeared before me **Janet Harless** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

Victoria A. De Leon
Notary Public
Residing at:

My Commission Expires: 5-16-15



STATE OF UTAH)
COUNTY OF Salt Lake)

On the 14th day of November, 2011, personally appeared before me **Clint W. Turner, agent for Bill Barrett Corporation**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

Janet T. Gomez
Notary Public
Residing at: West Jordan, UT

My Commission Expires: 9-8-15



SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 22 day of August, 2011, by and between **Gerald K. Leavitt and Christy Leavitt husband and wife as joint tenants with full rights of survivorship**, Rural Rt. 3 Box 3052, Roosevelt Utah, 84066 ("Surface Owner") and **Bill Barrett Corporation**, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, Owner owns the surface of the S/2 NE/4, N/2SE/4SWSE/4, N/2N/2SE/4SE/4, SW/4SE/4, S/2NW/4SW/4 and SW/4 SW/4 of Section 22, T2 South, Range 2 West, located in Duchense County, Utah ("Owner's Lands")

WHEREAS, BBC owns undivided interests in oil and gas leases ("Leases") covering and affecting portions of Section 22, Township 2 South, Range 2 West, USM, of Duchesne County, Utah; and,

WHEREAS, such Leases grant to BBC the right and privilege of ingress, egress, exploring, drilling, mining, operating for, producing and owning oil and gas and all other products produced therewith, together with the right to make surveys on said lands, lay pipelines, construct roads and bridges, dig canals, build power stations, telephone lines, employee houses and other structures on said lands, necessary or useful in BBC's operations; and,

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the **#10-22-22 South Altamont well** ("the Well") at a legal drill-site location in the NW/4 of SE/4 Section 22, Township 2 South, Range 2 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of Owner's Lands and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

WHEREAS, BBC has agreed to reimburse Surface Owner for actual damages and injuries to all crops, timber, fences and other improvements located on the surface which results from BBC's operations hereunder, provided that BBC shall not be held liable or responsible for acts or occurrences beyond BBC's control, such payment to be made pursuant to a separate letter agreement between the parties hereto.

pipelines for the transportation of oil, petroleum, gas or any of its products, drilling fluids water, saltwater and other substances, or any byproducts thereof, along, over, through, upon under and across the route of any such lines constructed hereunder, together with rights of ingress and egress to and from said line or lines for the purposes aforesaid. Such pipeline or pipelines to be buried to a depth of at least three feet below the surface. Such pipeline or pipelines to be constructed within the boundaries of the right-of-way granted herein as shown on Exhibit "B" attached hereto.

Surface Owner hereby releases BBC, its successors and assigns, from any and all damages and claims asserted. The consideration paid by BBC to Surface Owner is accepted by Surface Owner as full and final satisfaction for any and all damages and claims for damages to the surface which result from any of BBC's operations and privileges granted under the above Leases. Surface Owner hereby waives the right to collect any further and additional damages that may hereafter be asserted in connection with BBC's use of the land as further described on Exhibits "A and B" attached hereto and agrees to accept in lieu of any such future claims the agreed upon payment provided for in this Agreement.

Nothing herein shall alter or affect the rights of either party hereto with respect to surface use or disturbance of Surface Owner's land surrounding the drillsite locations, respectively, and BBC agrees to give Surface Owner advance notice of its intended use of any such surrounding land before commencing any operations thereon pursuant to its rights. Compensation for the use of any additional lands used by BBC shall be mutually agreed upon.

Surface Owner and BBC do hereby release, discharge and acquit the other from any and all liability, and shall indemnify the other against any and all claims and demands for damages, attorneys fees, injury or loss, existing now or done hereafter, to the surface of said lands or to any third parties arising out of or being the result of their or their agents, contractors licensees, permittees, successors and assigns own activities on or use of the subject property. However, such parties' potential liability under this paragraph to the other shall be limited to the acts and/or omission of its, or its predecessors, agents, contractors, licensees, permittees, successor and assigns, and shall not include any acts and/or omissions of the other party, it agents, contractors, licensees, permittees, successors or assigns. BBC shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an uncluttered condition.

Any topsoil which is removed by BBC on Surface Owner's land will be stockpiled at the drillsite and will be redistributed on the drillsite upon completion of all operations, and the land reseeded with grasses and/or native plants by BBC upon written request by Surface Owner. All mud pits will be filled and material and debris will be removed from the drillsite upon completion of operations. BBC shall remove from the lands covered hereby, at any time during the term hereof or within six (6) months after the plugging and abandonment of the well drilled pursuant to this Agreement, any or all structures, equipment and other facilities placed upon the surface, excepting fences, roads, culverts, and other land improvements required by the Surface Owner. Title to BBC's equipment and facilities shall be vested in BBC at all times, and shall in no event be considered or construed as fixtures thereto.

BBC shall maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads.

BBC shall repair any fences and gates damaged by them during the course of their operations on the lands subject to this Agreement.

Surface Owner and their heirs or assigns shall have full access and use of the road built pursuant to this Agreement.

This Agreement shall inure to the benefit of the parties hereto, their heirs, successors and assigns and shall be a burden running with the land. Wherever the term "BBC" is used in this Agreement, it shall mean BBC and/or its successors and assigns.

This Agreement may be executed in any number of counterparts and all such counterparts shall be deemed to constitute a single Agreement and the execution of one counterpart by any party hereto shall have the same force and effect as if said party had signed all other counterparts.

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 22 day of August, 2011.

SURFACE OWNER:

BILL BARRETT CORPORATION

By: Christy Leavitt FOR
Gerald K. Leavitt

By: Clint W. Turner
Clint W. Turner
As Agent for Bill Barrett Corporation

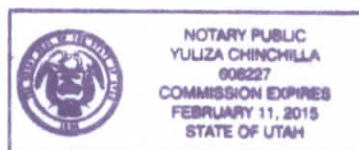
By: Christy Leavitt
Christy Leavitt

STATE OF UTAH)
COUNTY OF)

On the 23 day of September, 2011, personally appeared before me **Gerald K. Leavitt and Christy Leavitt** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

[Signature]
Notary Public
Residing at: Roosevelt Utah

My Commission Expires: 12/11/2015



STATE OF UTAH)
COUNTY OF Salt Lake)

On the 29th day of September, 2011, personally appeared before me Clint W. Turner known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that ~~she~~ he executed the same for the purpose and consideration therein expressed.

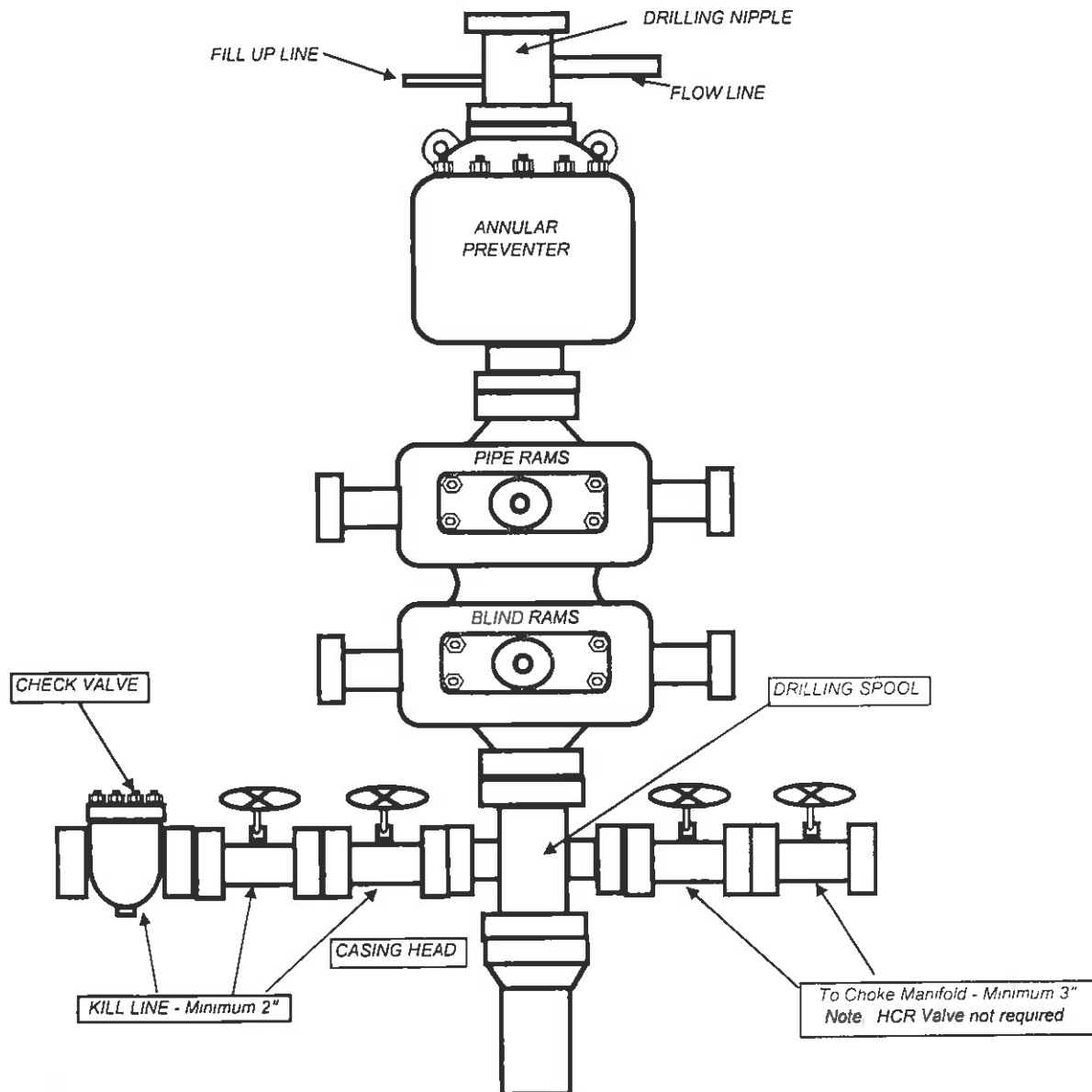
[Signature]
Notary Public
Residing at: West Jordan, Utah

My Commission Expires: 9-8-15



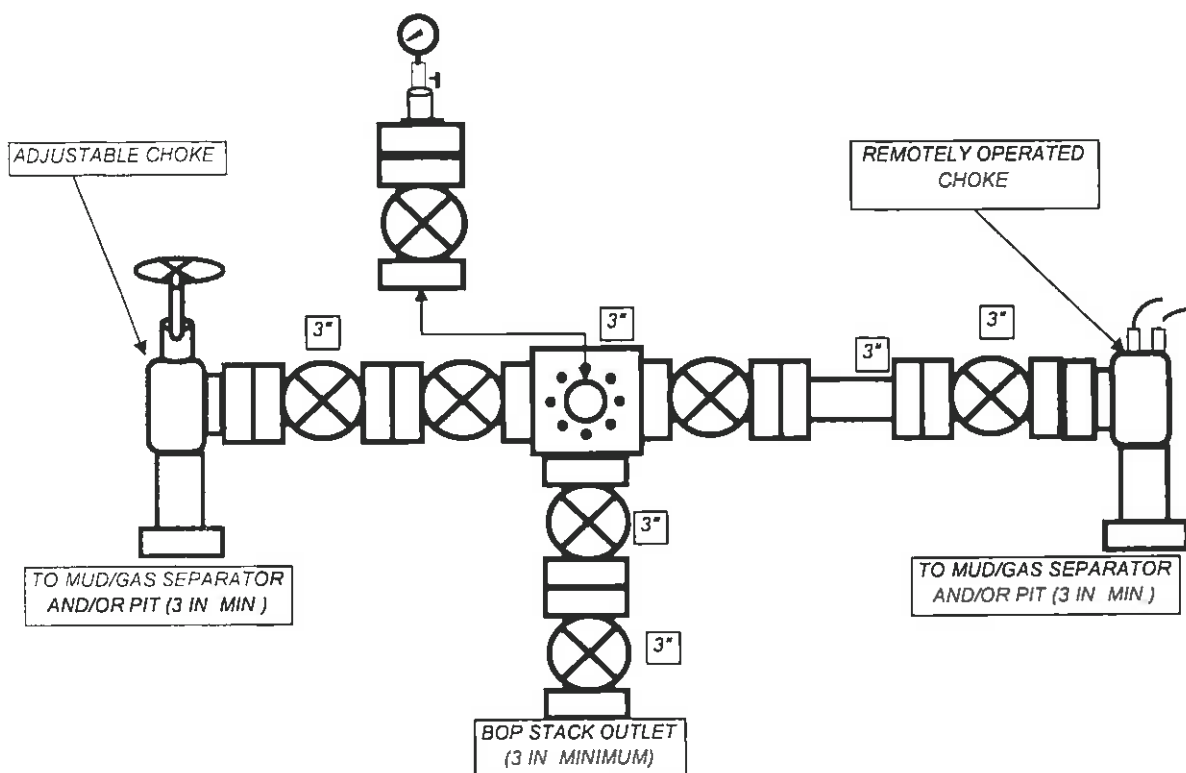
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD



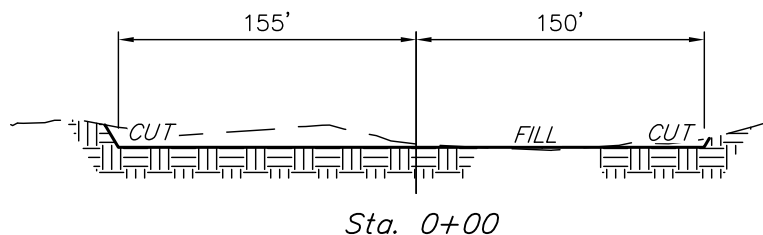
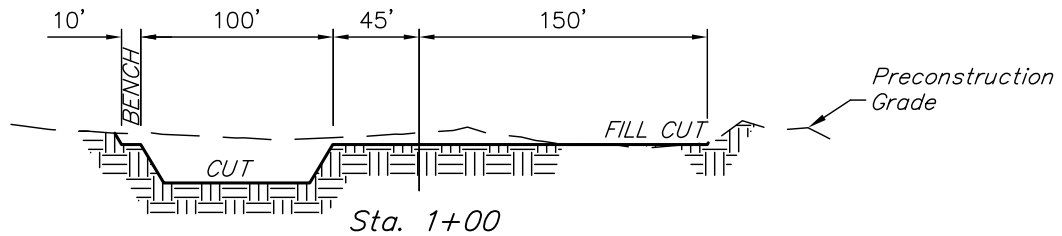
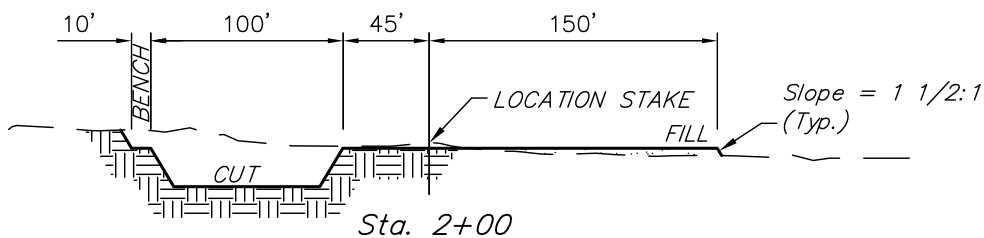
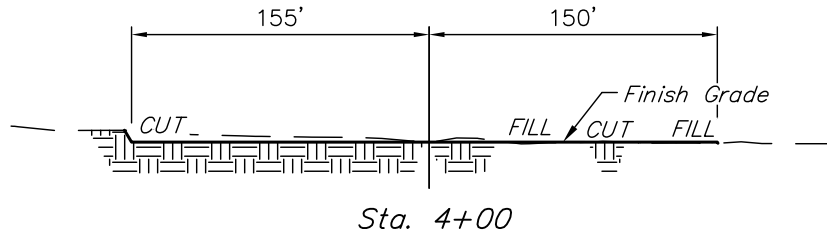
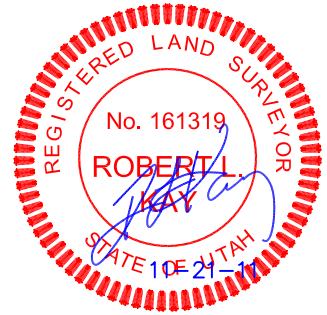
BILL BARRETT CORPORATION**TYPICAL CROSS SECTIONS FOR**

#12-23-22 SOUTH ALTAMONT
SECTION 23, T2S, R2W, U.S.B.&M.
2120' FSL 700' FWL

FIGURE #2

X-Section
 Scale
 1" = 100'

DATE: 10-07-11
 DRAWN BY: K.O.
 REV.: 11-21-11 V.H.

**NOTE:**

Topsoil should not be
 Stripped Below Finished
 Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.977 ACRES
 ACCESS ROAD DISTURBANCE = ± 0.854 ACRES
 PIPELINE DISTURBANCE = ± 0.848 ACRES
 TOTAL = ± 5.679 ACRES

* NOTE:
 FILL QUANTITY INCLUDES
 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,360 Cu. Yds.
 Remaining Location = 8,540 Cu. Yds.
 TOTAL CUT = 10,900 CU.YDS.
 FILL = 2,550 CU.YDS.

EXCESS MATERIAL = 8,350 Cu. Yds.
 Topsoil & Pit Backfill = 4,890 Cu. Yds.
 (1/2 Pit Vol.)
 EXCESS UNBALANCE = 3,460 Cu. Yds.
 (After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
 85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: March 14, 2012

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

#12-23-22 SOUTH ALTAMONT
SECTION 23, T2S, R2W, U.S.B.&M.
2120' FSL 700' FWL

FIGURE #3

SCALE: 1" = 60'

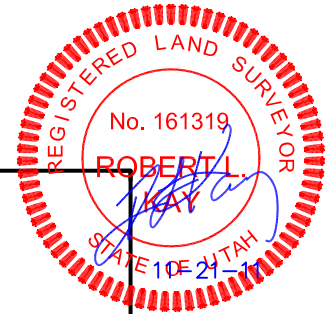
DATE: 10-07-11

DRAWN BY: K.O.

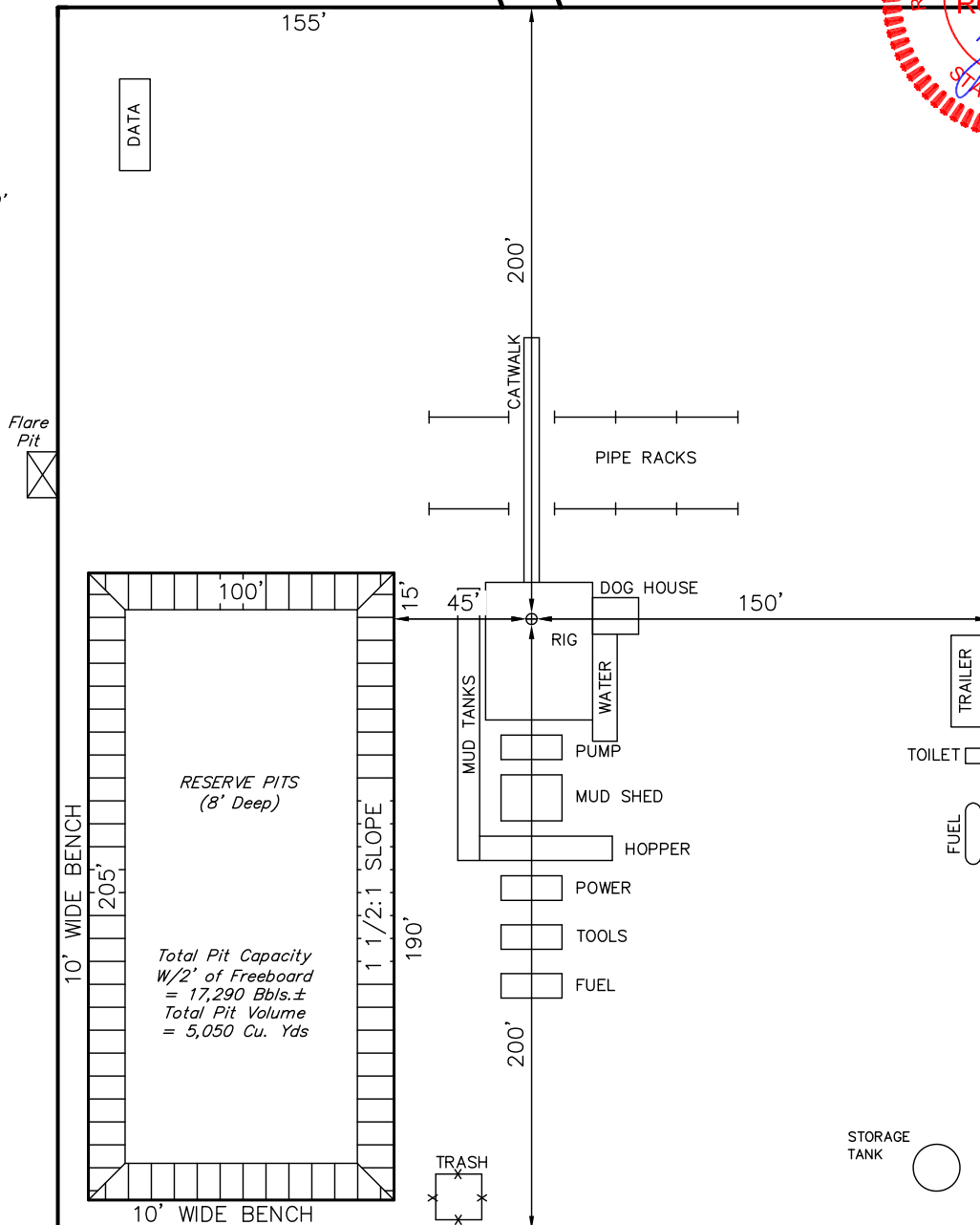
REV.: 11-21-11 V.H.



Proposed
Access Road



NOTE:
Flare Pit is to be
located a min. of 100'
from the Well Head.



BILL BARRETT CORPORATION**INTERIM RECLAMATION PLAN FOR**

#12-23-22 SOUTH ALTAMONT
SECTION 23, T2S, R2W, U.S.B.&M.
2120' FSL 700' FWL

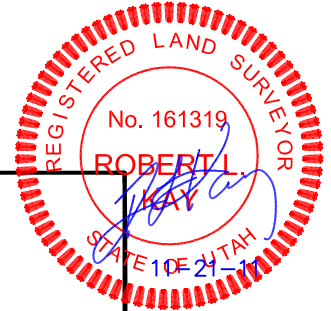
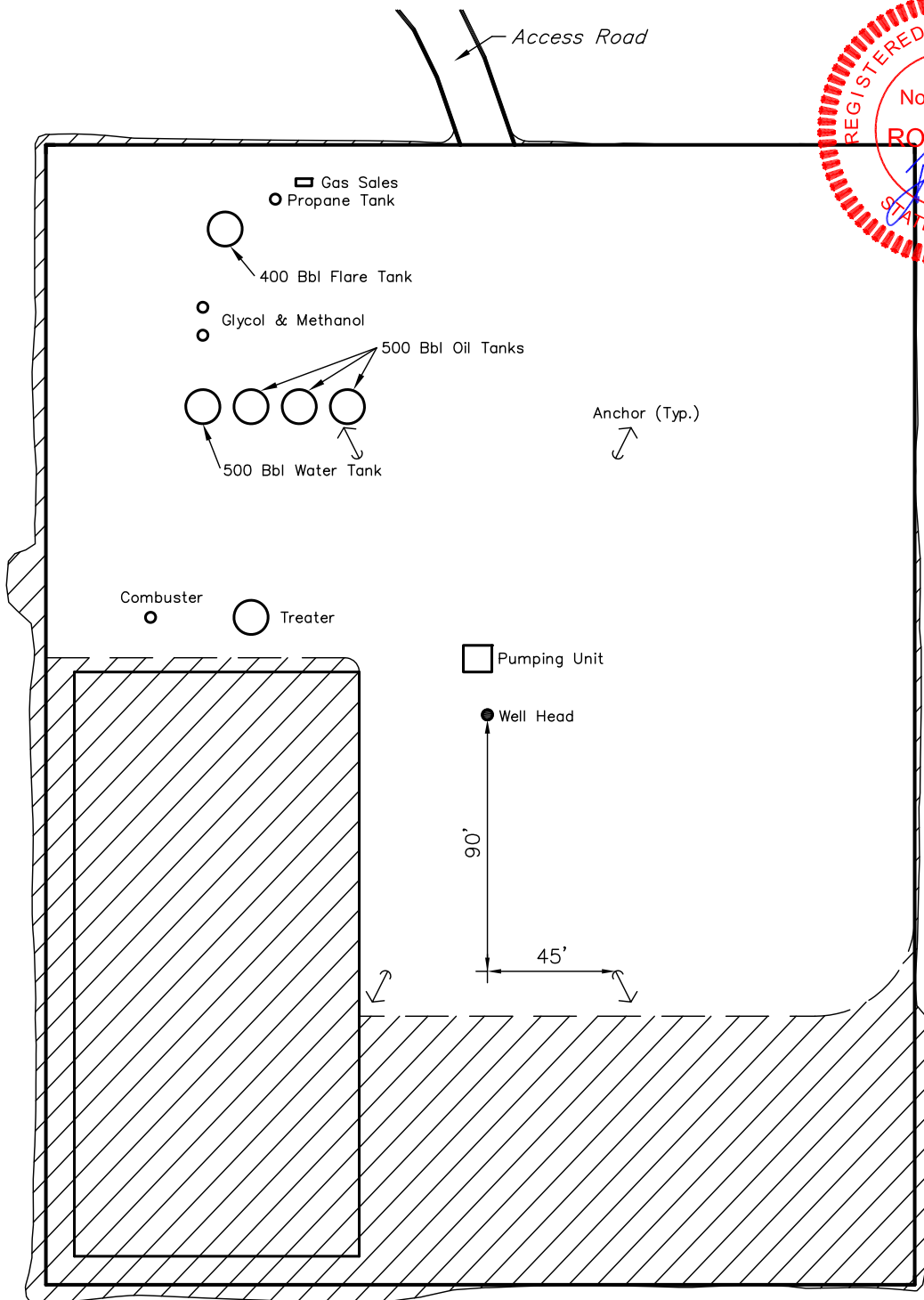
FIGURE #4

SCALE: 1" = 60'

DATE: 10-07-11

DRAWN BY: K.O.

REV.: 11-21-11 V.H.



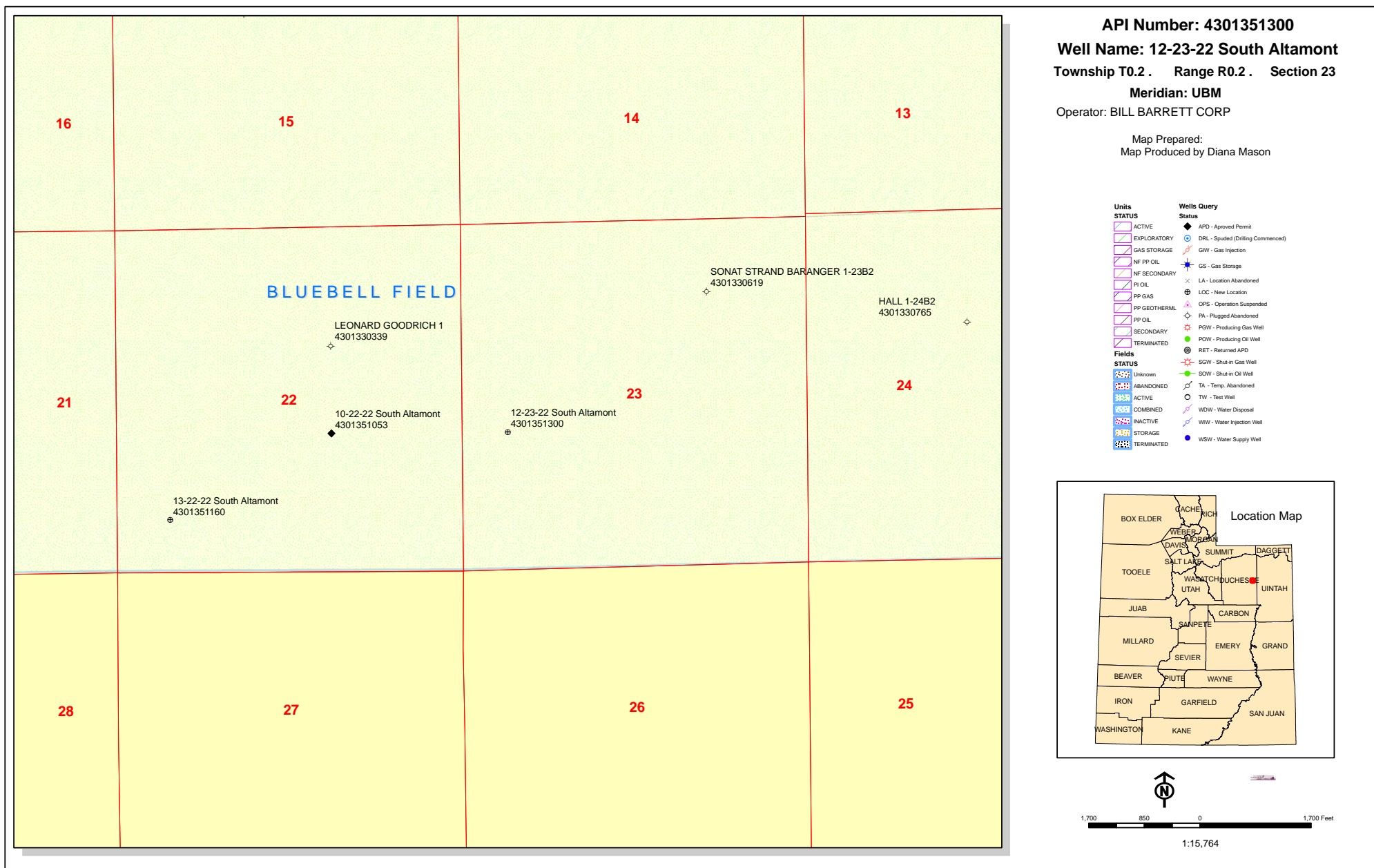
INTERIM RECLAMATION

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.817 ACRES

UINTAH ENGINEERING & LAND SURVEYING

85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: March 14, 2012



BOPE REVIEW BILL BARRETT CORP 12-23-22 South Altamont 43013513000000

Well Name	BILL BARRETT CORP 12-23-22 South Altamont 43013513000000			
String	Cond	Surf	I1	L1
Casing Size(")	16.000	9.625	7.000	5.000
Setting Depth (TVD)	100	2600	10500	12850
Previous Shoe Setting Depth (TVD)	0	100	2600	10500
Max Mud Weight (ppg)	8.7	8.7	10.0	11.5
BOPE Proposed (psi)	0	1000	5000	5000
Casing Internal Yield (psi)	1000	3520	9950	13940
Operators Max Anticipated Pressure (psi)	7684			11.5

Calculations	Cond String	16.000	"
Max BHP (psi)	.052*Setting Depth*MW=	45	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	33	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	23	NO OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	23	NO
Required Casing/BOPE Test Pressure=		100	psi
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient

Calculations	Surf String	9.625	"
Max BHP (psi)	.052*Setting Depth*MW=	1176	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	864	NO rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	604	NO OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	626	NO OK
Required Casing/BOPE Test Pressure=		2464	psi
*Max Pressure Allowed @ Previous Casing Shoe=		100	psi *Assumes 1psi/ft frac gradient

Calculations	I1 String	7.000	"
Max BHP (psi)	.052*Setting Depth*MW=	5460	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	4200	YES
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	3150	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	3722	NO OK
Required Casing/BOPE Test Pressure=		5000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		2600	psi *Assumes 1psi/ft frac gradient

Calculations	L1 String	5.000	"
Max BHP (psi)	.052*Setting Depth*MW=	7684	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	6142	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	4857	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	7167	YES
Required Casing/BOPE Test Pressure=		5000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		9950	psi *Assumes 1psi/ft frac gradient

43013513000000 South Altamont 12-23-22

Casing Schematic

Surface

201

251

TOC @ 0. *Duchesne R. / Uinta*

2040' tail

2400' ± BMSW

Surface
2600. MD

TOC @ 3141. *to 1911 @ 8% w/o, tail 6430'*
** proposed 2100*

5282' Green River

6992' Mahogany
7013' tail

8362' Lower Green River

8872' Douglas Creek

9602' Black Shale Facies
9762' Castle Peak

10052' Ute land

201

TOL @ 10300.

TOC @ 10300.

Intermediate
10500. MD

10527' Wasatch

Production Liner
12850. MD

9-5/8"
MW 9.4
Frac 19.3

7"
MW 10.
Frac 19.3

5"
MW 11.5

Stop intrud cont.

OK.

Well name:	43013513000000 South Altamont 12-23-22	
Operator:	BILL BARRETT CORP	
String type:	Surface	Project ID: 43-013-51300
Location:	DUCHESNE COUNTY	

Design parameters:**Collapse**

Mud weight: 9.400 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 110 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 2,028 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 2,600 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 2,238 ft

Non-directional string.**Re subsequent strings:**

Next setting depth: 10,500 ft
Next mud weight: 10.000 ppg
Next setting BHP: 5,455 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 2,600 ft
Injection pressure: 2,600 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2600	9.625	36.00	J-55	ST&C	2600	2600	8.796	22600

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	1270	2020	1.591	2600	3520	1.35	93.6	394	4.21 J

Prepared Helen Sadik-Macdonald
by: Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: June 14, 2012
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 2600 ft, a mud weight of 9.4 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43013513000000 South Altamont 12-23-22	
Operator:	BILL BARRETT CORP	
String type:	Intermediate	Project ID: 43-013-51300
Location:	DUCESNE COUNTY	

Design parameters:**Collapse**

Mud weight: 10.000 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 221 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Cement top: 3,141 ft

Burst

Max anticipated surface pressure: 3,963 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 6,273 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 8,916 ft

Non-directional string.**Re subsequent strings:**

Next setting depth: 10,500 ft
Next mud weight: 11.500 ppg
Next setting BHP: 6,273 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 10,500 ft
Injection pressure: 10,500 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	10500	7	26.00	P-110	LT&C	10500	10500	6.151	109146

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	5454	6230	1.142	6273	9950	1.59	273	693	2.54 J

Prepared by: Helen Sadik-Macdonald
Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: June 14, 2012
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 10500 ft, a mud weight of 10 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name: **43013513000000 South Altamont 12-23-22**Operator: **BILL BARRETT CORP**String type: **Production Liner**

Project ID:

43-013-51300

Location: **DUCHESNE COUNTY****Design parameters:****Collapse**Mud weight: 11.500 ppg
Design is based on evacuated pipe.**Minimum design factors:****Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 254 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Cement top: 10,300 ft

BurstMax anticipated surface
pressure: 4,850 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 7,677 psi

No backup mud specified.

Tension:8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)Tension is based on air weight.
Neutral point: 12,404 ft

Liner top: 10,300 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2550	5	18.00	P-110	ST-L	12850	12850	4.151	22115
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	7677	13470	1.755	7677	13940	1.82	45.9	384	8.37 J

Prepared by: Helen Sadik-Macdonald
Div of Oil, Gas & MiningPhone: 801 538-5357
FAX: 801-359-3940Date: June 13, 2012
Salt Lake City, Utah**Remarks:**

For this liner string, the top is rounded to the nearest 100 ft. Collapse is based on a vertical depth of 12850 ft, a mud weight of 11.5 ppg. The Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 12-23-22 South Altamont
API Number 43013513000000 **APD No** 5468 **Field/Unit** BLUEBELL
Location: 1/4,1/4 NWSW **Sec** 23 **Tw** 2.0S **Rng** 2.0W 2120 FSL 700 FWL
GPS Coord (UTM) 577863 4460669 **Surface Owner** Janet Harless

Participants

Zack Gardner (Bill Barrett), Don Hamilton (Starpoint), Trevor Anderson (UELS), Matt Serfustini (EIS), Richard Powell (DOGM)

Regional/Local Setting & Topography

This location sits approximately 5 miles due west of Roosevelt, Utah. The area around this well is made up of small swells, dry washes and rock out croppings'. The soil is blow sand and loamy sand. The location sits on a gentle east facing slope but there appear to be no significant drainages nearby.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.24	Width 305 Length 400	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Various grasses, 4-wing salt brush, rabbit brush, sage, prickly pear
deer, rabbits, coyote

Soil Type and Characteristics

blow sand to loamy sand, rock out croppings

Erosion Issues Y

Sedimentation Issues N

Site Stability Issues Y

Very sandy soil, will require road and other maintenance

Drainage Diverson Required? N

Berm Required? N**Erosion Sedimentation Control Required? N****Paleo Survey Run? N Paleo Potential Observed? N Cultural Survey Run? N Cultural Resources? N****Reserve Pit****Site-Specific Factors****Site Ranking**

Distance to Groundwater (feet)	>200	0
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	High permeability	20
Fluid Type	TDS>5000 and	10
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)	10 to 20	5
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
Final Score	35	1 Sensitivity Level

Characteristics / Requirements

Reserve pit is 205' x 100' x 10' deep. A 20 mil liner with a felt sub-liner must be used. The reserve pit is in cut but much of the soil is blow sand.

Closed Loop Mud Required? N Liner Required? Y Liner Thickness 20 Pit Underlayment Required? Y

Other Observations / Comments

Richard Powell
Evaluator

3/21/2012
Date / Time

Application for Permit to Drill

Statement of Basis

Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
5468	43013513000000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Janet Harless	
Well Name	12-23-22 South Altamont		Unit		
Field	BLUEBELL		Type of Work	DRILL	
Location	NWSW 23 2S 2W U 2120 FSL (UTM)	577870E 4460654N	700 FWL GPS Coord		

Geologic Statement of Basis

Bill Barrett proposes to set 100' of conductor and 2,600' of surface casing at this location. The surface hole will be drilled with fresh water mud. The base of the moderately saline water at this location is estimated to be at a depth of 2,400'. A search of Division of Water Rights records shows over 50 water wells within a 10,000 foot radius of the center of Section 23. Depth is listed as ranging from 60 to 1,000 feet. Average depth is approximately 175 feet. Water use is listed as irrigation, stock watering, industrial, municipal and domestic. Two municipal wells, owned by Roosevelt City, are within a mile of the proposed location. The surface formation at this site is the Duchesne River- Uinta Formation transition. Both the Duchesne River and the Uinta Formation are made up of interbedded shales and sandstones. Both formations can contain useable aquifers with the Duchesne River Formtion being the better os the two. The proposed surface casing should adequately protect useable ground water in this area.

Brad Hill
APD Evaluator

4/2/2012
Date / Time

Surface Statement of Basis

This well has fee minerals and fee surface ownership. The land owner Janet Harless was invited but was unable to attend. Ms. Harless stated no concerns with drilling on this site and stated that she has trying to sell the land for the last 15 years and she feels that this well might improve access and her ability to sell the land. The poor soil was discussed but Zack Garner stated that other wells with similar conditions have packed very well. There is a good deal of rock visible on the surface so the site will likely be stable. Kary Eldrege agreed to use a 20 mil liner and felt sub-liner on this site.

Richard Powell
Onsite Evaluator

3/21/2012
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 3/14/2012

API NO. ASSIGNED: 43013513000000

WELL NAME: 12-23-22 South Altamont

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: NWSW 23 020S 020W

Permit Tech Review: ☒

SURFACE: 2120 FSL 0700 FWL

Engineering Review: ☒

BOTTOM: 2120 FSL 0700 FWL

Geology Review: ☒

COUNTY: DUCHESNE

LATITUDE: 40.29276

LONGITUDE: -110.08383

UTM SURF EASTINGS: 577870.00

NORTHINGS: 4460654.00

FIELD NAME: BLUEBELL

LEASE TYPE: 4 - Fee

LEASE NUMBER: Fee

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

LOCATION AND SITING:

☒ PLAT☐ R649-2-3.☒ Bond: STATE - LPM4138148

Unit:

☐ Potash☐ R649-3-2. General☐ Oil Shale 190-5☐ Oil Shale 190-3☐ R649-3-3. Exception☐ Oil Shale 190-13☒ Drilling Unit☒ Water Permit: 43-180

Board Cause No: Cause 139-90

☐ RDCC Review:

Effective Date: 5/9/2012

☒ Fee Surface Agreement

Siting: (4) Producing Grrv-Wstc Wells in Sec Drl Unit

☐ Intent to Commingle☐ R649-3-11. Directional Drill

Commingle Approved

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhill
12 - Cement Volume (3) - hmacdonald

RECEIVED: August 02, 2012



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: 12-23-22 South Altamont

API Well Number: 43013513000000

Lease Number: Fee

Surface Owner: FEE (PRIVATE)

Approval Date: 8/2/2012

Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-90. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Cement volume for the 7 intermediate string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 2100' MD as indicated in the submitted drilling plan.

Additional Approvals:

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels
OR
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
at <http://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
 - contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
801-231-8956 - after office hours

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:



For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9			
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee			
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:			
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:			
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 12-23-22 SOUTH ALTAMONT			
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2120 FSL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSW Section: 23 Township: 02.0S Range: 02.0W Meridian: U		9. API NUMBER: 43013513000000			
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: BLUEBELL			
COUNTY: DUCHESNE		STATE: UTAH			
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA					
TYPE OF SUBMISSION	TYPE OF ACTION				
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 10/16/2012 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/> </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>			
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. Attached, please find the revised plat package for this well as BBC is adding a SWD well to this pad in the future. The SHL of the 12-23-22 South Altamont permitted location will not change with the addition of this SWD well. Please contact Brady Riley at 303-312-8115 with questions in regard to the revised plat package.					
Accepted by the Utah Division of Oil, Gas and Mining		Date: October 29, 2012 By:			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst			
SIGNATURE N/A	DATE 10/16/2012				

BILL BARRETT CORPORATION

SA #12-23-22 & SA SWD #12-23-22

LOCATED IN DUCHESNE COUNTY, UTAH

SECTION 23, T2S, R2W, U.S.B.&M.



SA #12-23 LOCATION STAKE

CORNER #5

PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PROPOSED ACCESS

PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHEASTERLY



U
E
L
S
 Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

LOCATION PHOTOS

10 06 11
MONTH DAY YEAR

PHOTO

TAKEN BY: C.R.

DRAWN BY: C.I.

REV:10-01-12J.L.G.

T2S, R2W, U.S.B.&M.

BILL BARRETT CORPORATION

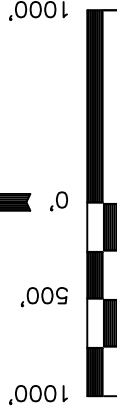
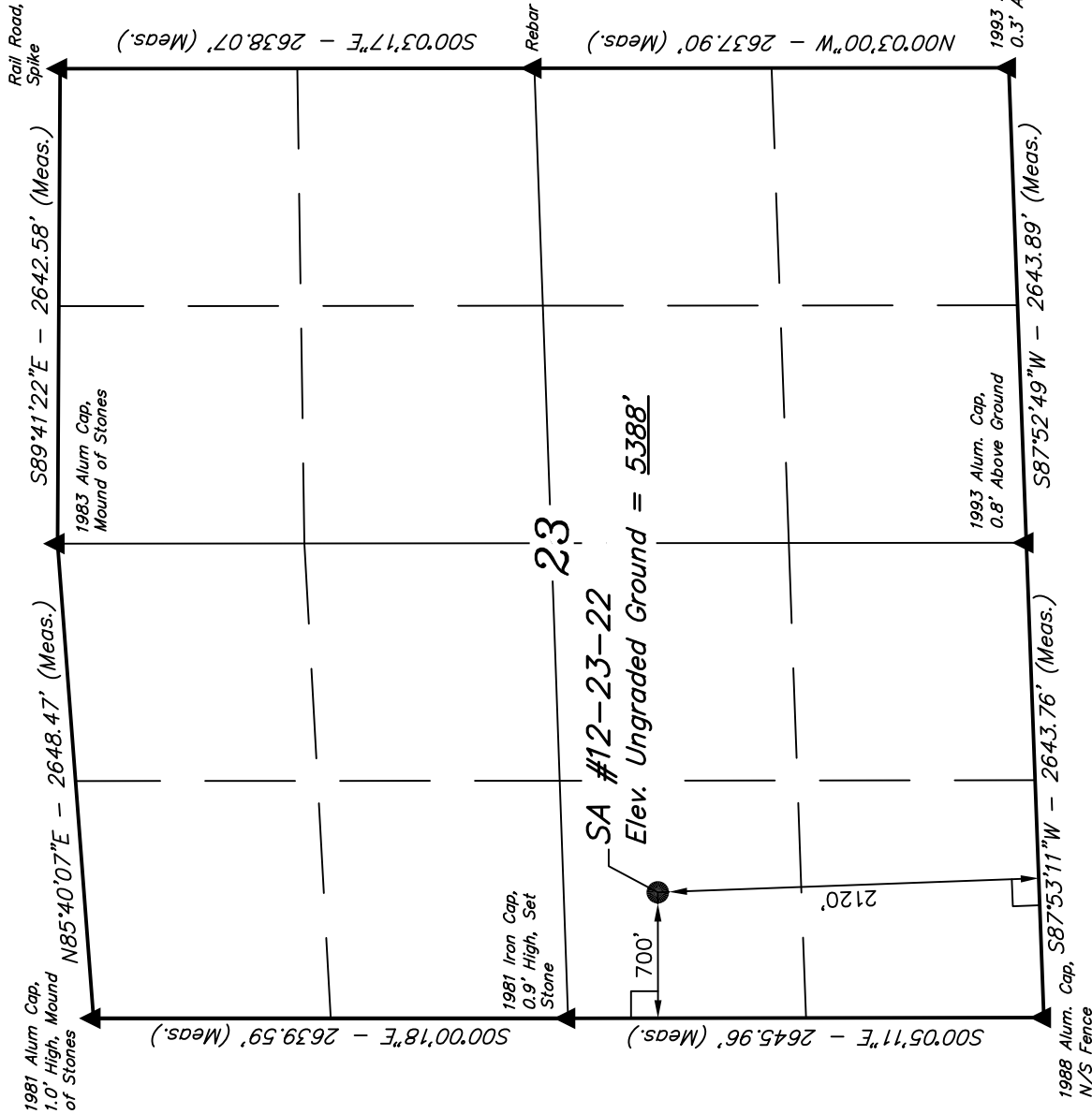
Well location, SA #12-23-22, located as shown in the NW 1/4 SW 1/4 of Section 23, T2S, R2W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION LOCATED AT THE SOUTHEAST CORNER OF SECTION 20, T3S, R2W, U.S.B.&M. TAKEN FROM THE MYTON, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5148 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



S C A L E

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE POINT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

ROBERT KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH
90-10-112

REV.: 09-28-12 K.O.
REV.: 11-21-11 VH

UNTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

NAD 83 (SURFACE LOCATION)	
LATITUDE =	40°17'34.30" (40.292861)
LONGITUDE =	110°05'01.91" (110.083864)
NAD 27 (SURFACE LOCATION)	
LATITUDE =	40°17'34.45" (40.292903)
LONGITUDE =	110°04'59.36" (110.083156)

SCALE 1" = 1000'	DATE SURVEYED: 10-04-11	DATE DRAWN: 10-07-11
PARTY C.R. S.R. K.O.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE	BILL BARRETT CORPORATION

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

SA #12-23-22 & SA SWD #12-23-22

SECTION 23, T2S, R2W, U.S.B.&M.

NW 1/4 SW 1/4

FIGURE #1

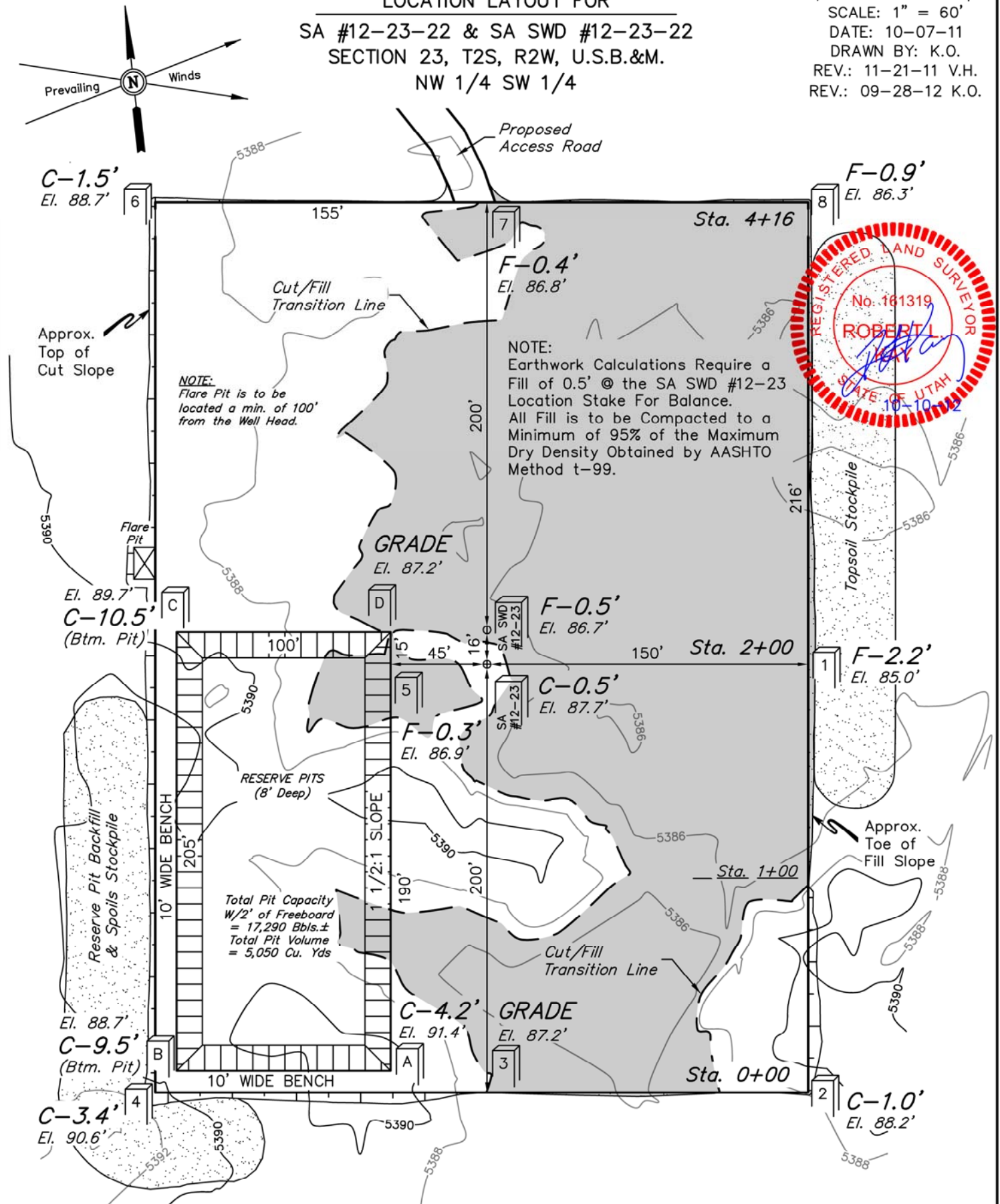
SCALE: 1" = 60'

DATE: 10-07-11

DRAWN BY: K.O.

REV.: 11-21-11 V.H.

REV.: 09-28-12 K.O.



Elev. Ungraded Ground At SA #12-23 Loc. Stake = 5387.7'
FINISHED GRADE ELEV. AT SA #12-23 LOC. STAKE = 5387.2'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

BILL BARRETT CORPORATION**TYPICAL CROSS SECTIONS FOR**

SA #12-23-22 & SA SWD #12-23-22

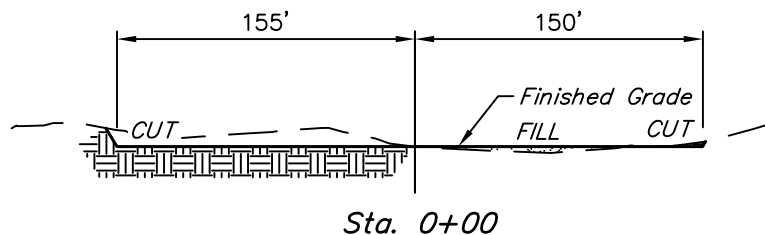
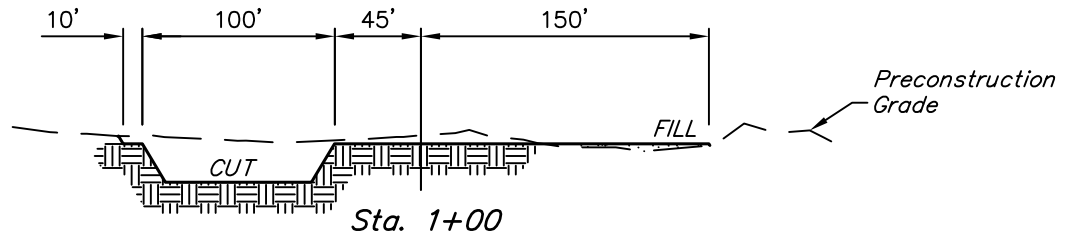
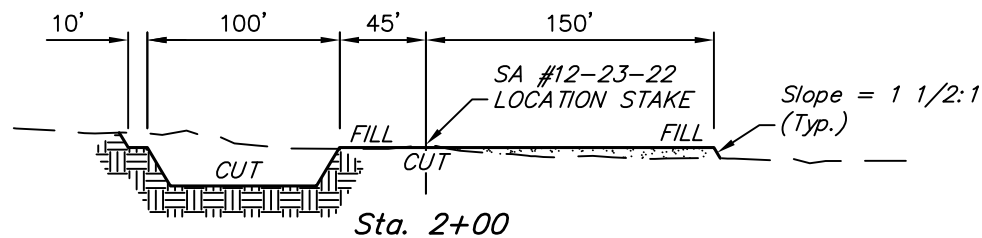
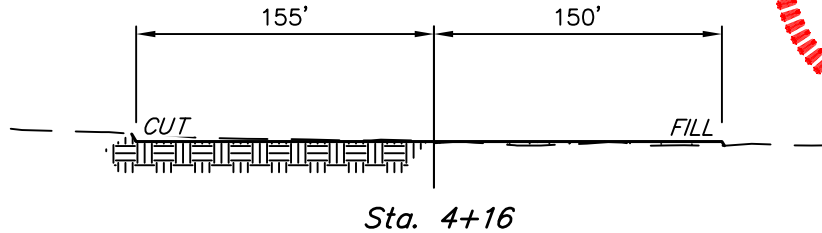
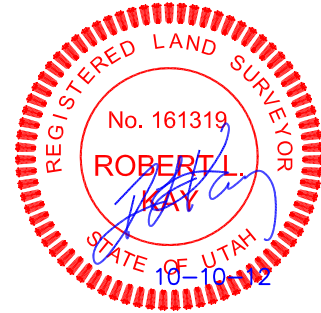
SECTION 23, T2S, R2W, U.S.B.&M.

NW 1/4 SW 1/4

FIGURE #2

1" = 40'
X-Section
Scale
1" = 100'

DATE: 10-07-11
DRAWN BY: K.O.
REV.: 11-21-11 V.H.
REV.: 09-28-12 K.O.

**NOTE:**

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 4.407 ACRES
ACCESS ROAD DISTURBANCE = ± 0.842 ACRES
PIPELINE DISTURBANCE = ± 0.835 ACRES
TOTAL = ± 6.084 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,420 Cu. Yds.
Remaining Location = 7,060 Cu. Yds.
TOTAL CUT = 9,480 CU. YDS.
FILL = 4,530 CU. YDS.

EXCESS MATERIAL = 4,950 Cu. Yds.
Topsoil & Pit Backfill = 4,950 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 0 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: Oct. 16, 2012

BILL BARRETT CORPORATION

INTERIM RECLAMATION FOR

SA #12-23-22 & SA SWD #12-23-22

SECTION 23, T2S, R2W, U.S.B.&M.

NW 1/4 SW 1/4

FIGURE #4

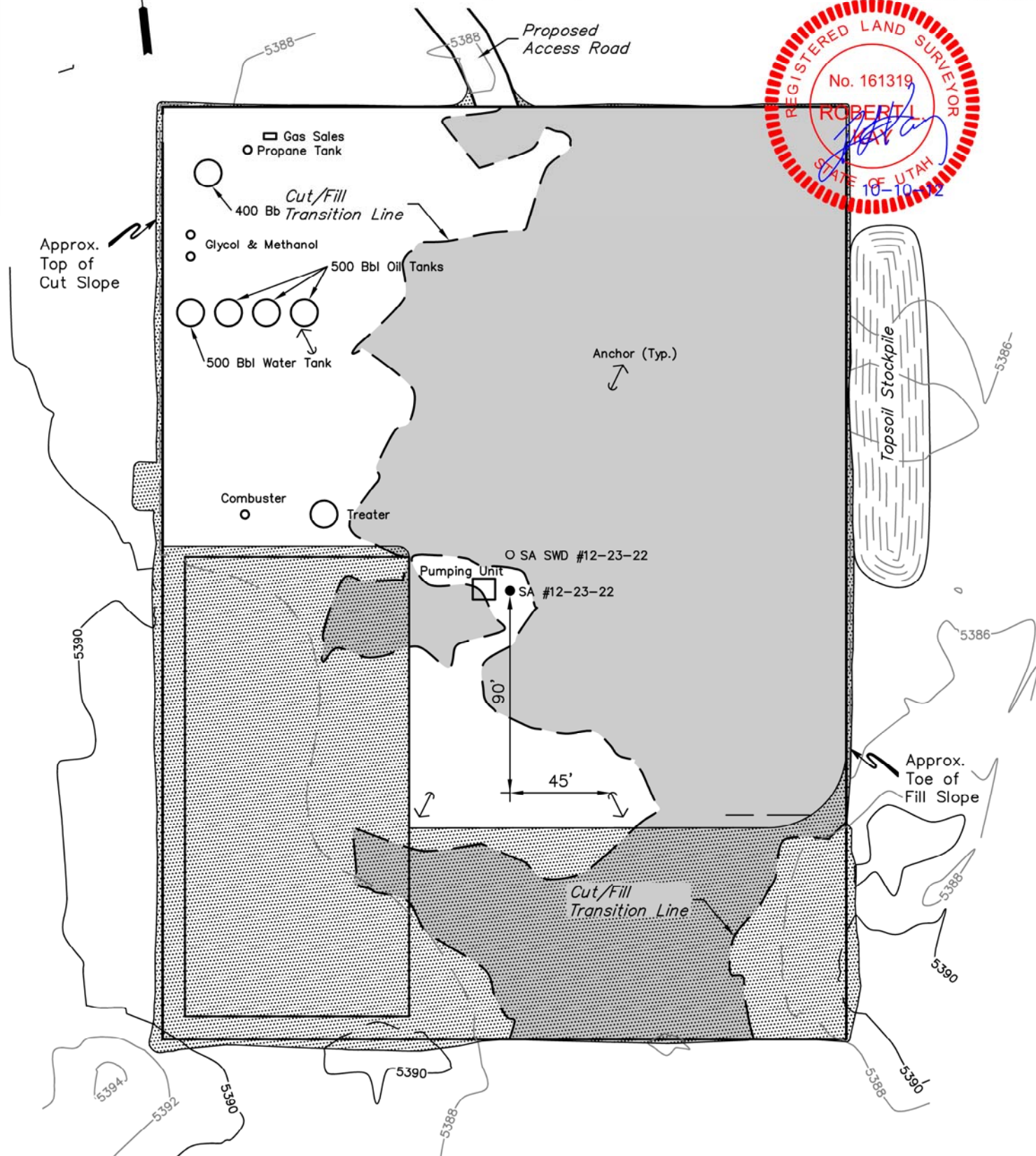
SCALE: 1" = 60'

DATE: 10-07-11

DRAWN BY: K.O.

REV.: 11-21-11 V.H.

REV.: 09-28-12 K.O.

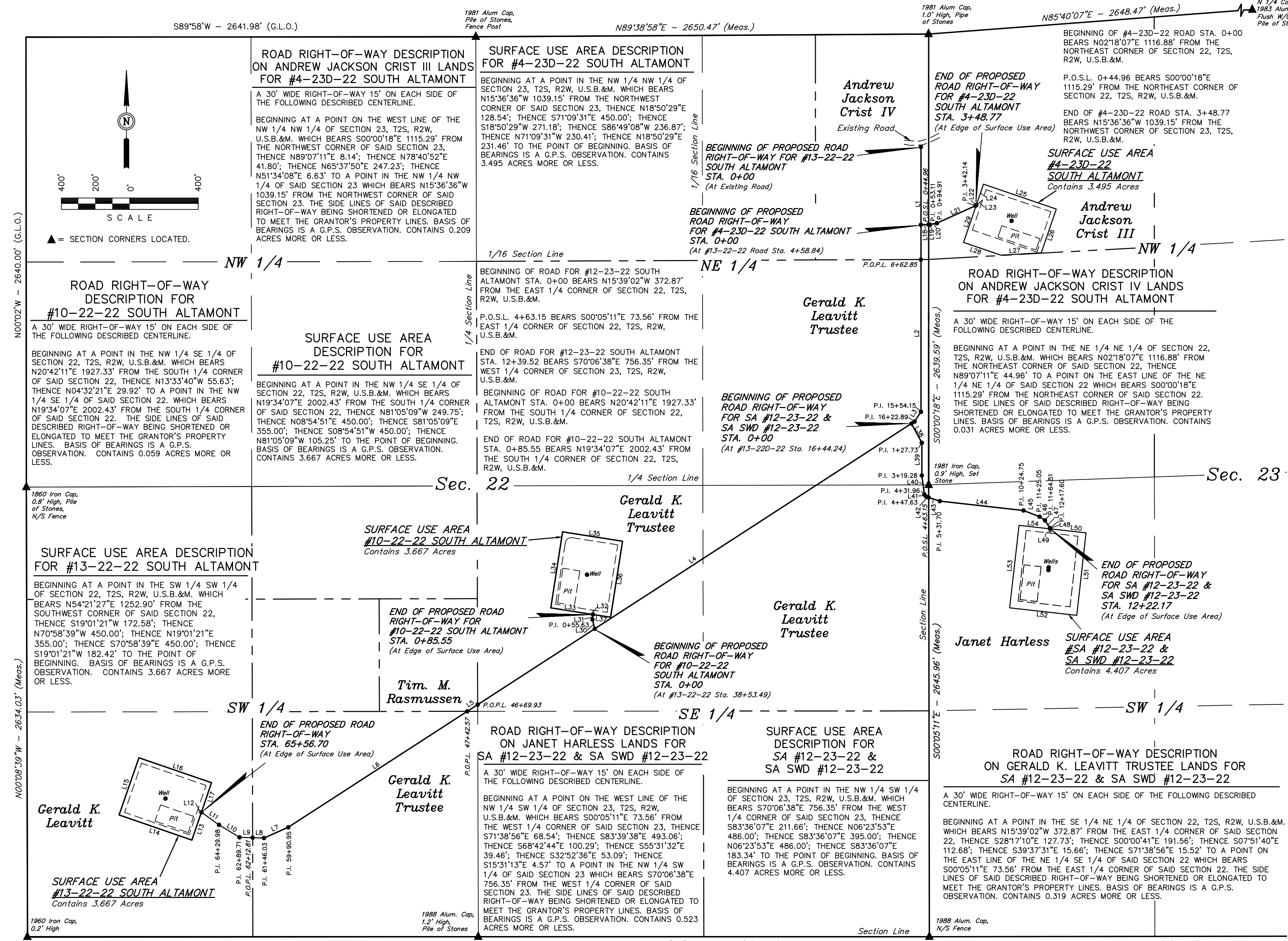


INTERIM RECLAMATION

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.930 ACRES

UINTAH ENGINEERING & LAND SURVEYING

85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017



BILL BARRETT CORPORATION

**LOCATION SURFACE USE AREA
& ROAD RIGHT-OF-WAY
ON FEE LANDS**
(For SA #13-22-22, #4-23D-22,
#10-22-22, #12-23-22 &
SWD #12-23-22)

LOCATED IN
SECTIONS 22 & 23, T2S, R2W, U.S.B.&M.,
DUCESNE COUNTY, UTAH

BASIS OF BEARINGS
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

LINE TABLE			LINE TABLE		
LINE	DIRECTION	LENGTH	LINE	DIRECTION	LENGTH
L1	S00°00'12"E	662.85'	L28	N71°09'31"W	230.41'
L2	S00°00'12"E	891.30'	L29	N18°50'29"E	231.46'
L3	S33°00'51"W	68.74'	L30	N13°33'40"W	55.63'
L4	S57°03'20"W	3047.04'	L31	N04°32'21"E	29.92'
L5	S57°03'20"W	72.64'	L32	N04°32'21"E	24.95'
L6	S57°03'20"W	1248.37'	L33	N81°05'09"W	249.75'
L7	S66°10'48"W	155.08'	L34	N08°54'51"E	450.00'
L8	N88°20'41"W	66.78'	L35	S81°05'09"E	355.00'
L9	N88°20'41"W	76.90'	L36	S08°54'51"W	450.00'
L10	N58°37'36"W	140.27'	L37	N81°05'09"W	105.25'
L11	N54°27'42"W	126.72'	L38	S28°17'10"E	127.73'
L12	N54°27'42"W	26.08'	L39	S00°00'41"E	191.56'
L13	S19°01'21"W	172.58'	L40	S07°51'40"E	112.68'
L14	N70°58'39"W	450.00'	L41	S39°37'31"E	15.66'
L15	N19°01'21"E	355.00'	L42	S71°38'56"E	15.52'
L16	S70°58'39"E	450.00'	L43	S71°38'56"E	68.54'
L17	S19°01'21"W	182.42'	L44	S83°39'38"E	493.06'
L18	N89°07'11"E	44.96'	L45	S68°42'44"E	100.29'
L19	N89°07'11"E	8.14'	L46	S55°31'32"E	39.46'
L20	N78°40'52"E	41.80'	L47	S32°52'36"E	53.09'
L21	N65°37'50"E	247.23'	L48	S15°31'13"E	4.57'
L22	N51°34'08"E	6.63'	L49	S15°31'13"E	26.95'
L23	N51°34'08"E	46.24'	L50	S83°36'07"E	211.66'
L24	N18°50'29"E	128.54'	L51	N06°23'53"E	486.00'
L25	S71°09'31"E	450.00'	L52	S83°36'07"E	395.00'
L26	S18°50'29"W	271.18'	L53	N06°23'53"E	486.00'
L27	S86°49'08"W	236.87'	L54	S83°36'07"E	183.34'

RIGHT-OF-WAY LENGTHS FOR #13-22-22 SOUTH ALTAMONT				
PROPERTY OWNER	FEET	ACRES	RODS	
ANDREW JACKSON CRIST IV	662.85	0.457	40.17	
TIM M. RASMUSSEN	72.64	0.050	4.40	
GERALD K. LEAVITT TRUSTEE	5477.32	3.772	331.96	
GERALD K. LEAVITT	343.89	0.237	20.84	

RIGHT-OF-WAY LENGTHS FOR #4-23D-22 SOUTH ALTAMONT				
PROPERTY OWNER	FEET	ACRES	RODS	
ANDREW JACKSON CRIST IV	44.96	0.031	2.72	
ANDREW JACKSON CRIST III	303.81	0.209	18.41	

RIGHT-OF-WAY LENGTHS FOR #10-22-22 SOUTH ALTAMONT				
PROPERTY OWNER	FEET	ACRES	RODS	
GERALD K. LEAVITT TRUSTEE	85.55	0.059	5.18	

RIGHT-OF-WAY LENGTHS FOR SA #12-23-22 & SA SWD #12-23-22				
PROPERTY OWNER	FEET	ACRES	RODS	
GERALD K. LEAVITT TRUSTEE	463.15	0.319	28.07	
JANET HARLESS	759.02	0.523	46.00	

CERTIFICATE
THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED BY THE UNDERSIGNED LAND SURVEYOR IN ACCORDANCE WITH THE FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
No. 161319
STATE OF UTAH
JANET HARLESS

REV: 09-29-12 K.O.
REV: 04-20-12 K.O.
REV: 11-04-11

UTAH ENGINEERING & LAND SURVEYING
85 SOUTH - 200 EAST • (435) 789-1017
VERNAL, UTAH - 84078

SCALE	1" = 400'	DATE	08-11-11
PARTY	C.R. A.W. J.I.	REFERENCES	G.L.O. PLAT
WEATHER	HOT	FILE	3 2 7 6 6

(For SA #13-22-22, #4-23D-22,
#10-22-22, #12-23-22 &
SWD #12-23-22)

LOCATED IN
SECTIONS 22 & 23, T2S, R2W, U.S.B.&M.,
DUCESNE COUNTY, UTAH

BEGINNING AT A POINT IN THE NW 1/4 SW 1/4 OF SECTION 23, T2S, R2W, U.S.B.M. 6N, WHICH 37°03'27"E 781.86' FROM THE WEST 1/4 CORNER OF SAID SECTION 23, THENCE N11°45'20" W 19.05'; THENCE N32°56'36" W 61.01'; THENCE N55°31'32" W 47.36'; THENCE N68°42'10" W 106.52'; THENCE N83°39'48" W 493.62'; THENCE N71°05'40" W 74.53" TO A POINT ON THE WEST LINE OF THE NW 1/4 SW 1/4 OF SAID SECTION 23 WHICH BEARS S00°11'16" E 46.44' FROM THE WEST 1/4 CORNER OF SAID SECTION 23. THE SIDE LINES OF THE DEED HEREIN MAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.5562 ACRES MORE OR LESS.

END OF PIPELINE FOR #4-23D-22 SOUTH
ALTAMONT STA. 3+37.89 BEARS S01°04'14"W
1090.75' FROM THE NORTHEAST CORNER OF
SECTION 22, T2S, R2W, U.S.B.&M.

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

▲ = SECTION CORNERS LOCATED.

END OF PROPOSED
PIPELINE RIGHT-OF-WAY FOR
#13-22-22 SOUTH ALTAMONT
STA. 72+63.86
(At Section Line)

END OF PROPOSED
PIPELINE RIGHT-OF-WAY
FOR #4-23D-22 SOUTH ALTAMONT
STA. 3+37.89

Gerald K.
Leavitt
Trustee

END OF PROPOSED
PIPELINE RIGHT-OF-WAY FOR
SA #12-23-22 &
SA SWD #12-23-22
STA. 12+13.42
(At #13-22D-22 Sta. 49+56.80)

Gerald K.
Leavitt
Trustee

END OF PROPOSED
PIPELINE RIGHT-OF-WAY
FOR #10-22-22 SOUTH ALTAMONT
STA. 1+32.32
(At #13-22-22 Sta. 26+92.49)

PIPELINE RIGHT-OF-WAY DESCRIPTION FOR 0-22-22 SOUTH ALTAMONT

BEGINNING OF PIPELINE FOR #10-22-22
SOUTH ALTAMONT STA. 0+00 BEARS N18°53'12"E
1998.10' FROM THE SOUTH 1/4 CORNER OF
SECTION 22, T2S, R2W, U.S.B.&M.

END OF PIPELINE FOR #10-22-22 SOUTH
ALTAMONT STA. 1+32.32 BEARS N20°39'28"E
1881.03' FROM THE SOUTH 1/4 CORNER OF
SECTION 22, T2S, R2W, U.S.B.&M.

PIPELINE RIGHT-OF-WAY DESCRIPTION
ON GERALD K. LEAVITT TRUSTEE LANDS
FOR SA #12-23-22 & SA SWD #12-23-22

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT ON THE EAST LINE OF THE NE 1/4 SE 1/4 OF SECTION 22, T2S, R2W, S.W.B.M. WHICH BEARS S00°05'11"E 46.44' FROM THE EAST 1/4 CORNER OF SAID SECTION 22, THENCE N71°05'40"W 0.94'; THENCE N075°14'0"W 103.87'; THENCE N00°00'34"W 196.12'; THENCE N31°17'22"W 110.40' TO A POINT IN THE SE 1/4 NE 1/4 OF SAID SECTION 22 WHICH BEARS N11°46'37"W 354.68' FROM THE EAST 1/4 CORNER OF SAID SECTION 22, THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES, BASIS OF BEARINGS IS A G.P.S. OBSERVATION, CONTAINS 0.283 ACRES MORE OR LESS.

PROPERTY OWNER	FEET	ACRES	RODS
GERALD K. LEAVITT	351.31	0.242	21.29
GERALD K. LEAVITT TRUSTEE	5575.38	3.840	337.90
TIM M. RASMUSSEN	17.41	0.012	1.06
ANDREW JACKSON CRIST IV	1319.76	0.909	79.99

PROPERTY OWNER	FEET	ACRES	RODS
ANDREW JACKSON CRIST III	317.23	0.218	19.23
ANDREW JACKSON CRIST IV	20.66	0.014	1.25

PROPERTY OWNER	FEET	ACRES	RODS
GERALD K. LEAVITT TRUSTEE	132.32	0.091	8.02

PROPERTY OWNER	FEET	ACRES	RODS
JANET HARLESS	802.09	0.552	48.61
GERALD K. LEAVITT TRUSTEE	411.32	0.283	24.93

LINE TABLE			LINE TABLE		
LINE	DIRECTION	LENGTH	LINE	DIRECTION	LENGTH
L1	S54°00'29"E	26.14'	L17	S82°19'05"W	20.66'
L2	S54°00'29"E	119.06'	L18	S03°16'46"W	25.33'
L3	S60°22'30"E	157.62'	L19	S03°16'46"W	34.65'
L4	S89°08'29"E	74.63'	L20	S11°05'54"E	97.67'
L5	S89°08'29"E	121.43'	L21	N14°15'20"W	26.72'
L6	N57°03'40"E	1407.45'	L22	N14°15'20"W	19.05'
L7	N57°03'40"E	17.41'	L23	N32°52'36"W	61.01'
L8	N57°03'40"E	3058.66'	L24	N55°31'32"W	47.36'
L9	N31°50'01"E	98.97'	L25	N68°42'44"W	106.52'
L10	N00°00'26"W	888.87'	L26	N83°39'48"W	493.62'
L11	N00°00'26"W	636.59'	L27	N71°05'40"W	74.53'
L12	N00°00'18"W	683.17'	L28	N71°05'40"W	0.94'
L13	S61°07'35"W	37.23'	L29	N07°51'40"W	103.87'
L14	S61°07'35"W	37.56'	L30	N00°00'34"W	196.12'
L15	S65°30'43"W	233.31'	L31	N31°17'12"W	110.40'
L16	S82°19'05"W	46.35'			

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM
FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO
THE BEST OF MY KNOWLEDGE AND BELIEF.

REV: 09-29-12 K.O.
REV: 04-20-12 K.O.
REV: 12-08-11
REV: 11-14-11
REV: 11-04-11

PLAT WAS PREPARED FROM
BY ME, UNDER MY
TRUE AND CORRECT TO
No. 161319
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

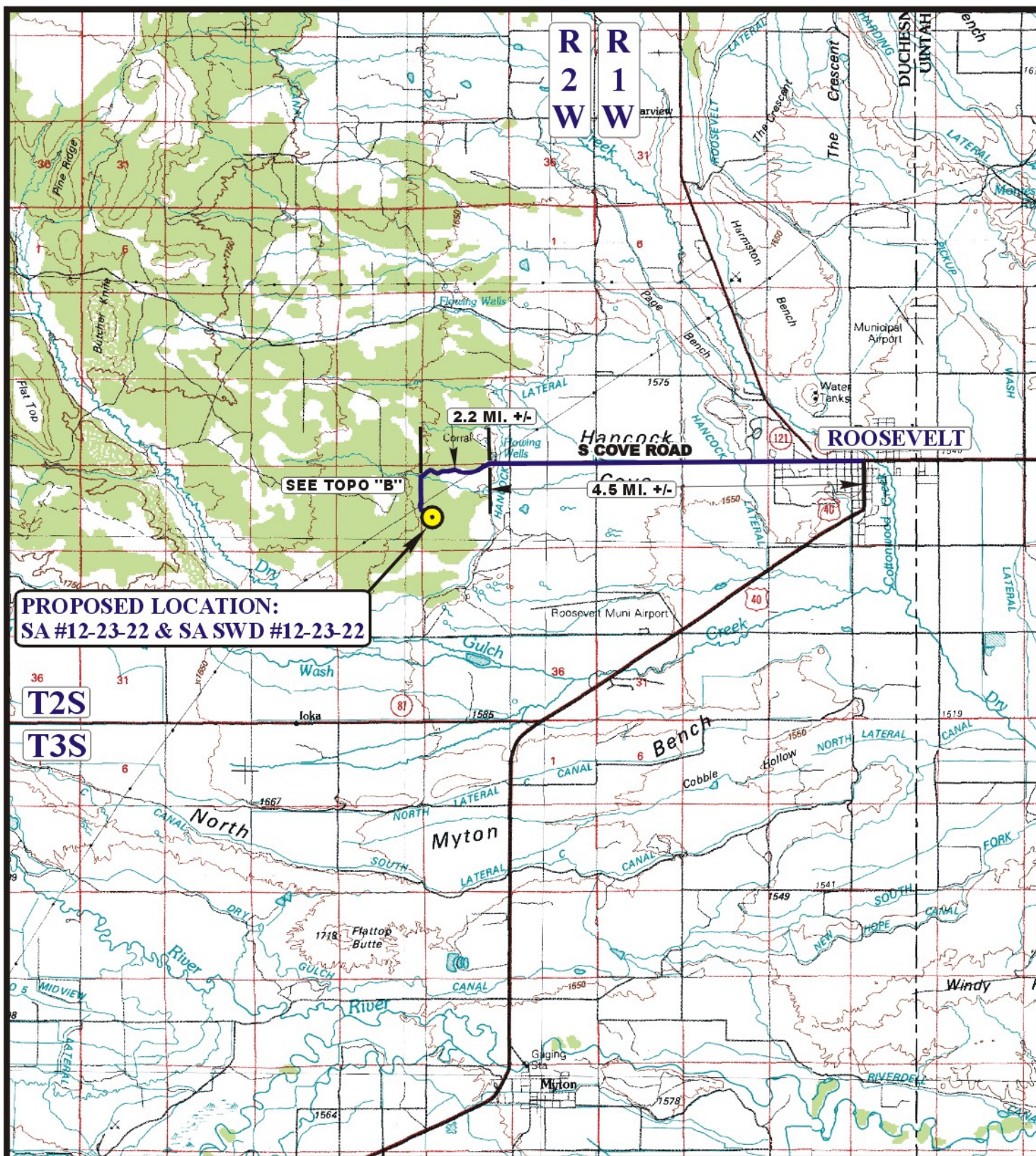
UTAH ENGINEERING & LAND SURVEYING
 85 SOUTH - 200 EAST • (435) 789-1017
 VERNAL, UTAH - 84078

SCALE 1" = 400'	DATE 08-11-11
PARTY C.R. A.W. J.I.	REFERENCES G.L.O. PLAT
WEATHER HOT	FILE 3 2 6 3 2

**BILL BARRETT CORPORATION
SA #12-23-22 & SA SWD #12-23-22
SECTION 23, T2S, R2W, U.S.B.&M.**

PROCEED IN A WESTERLY DIRECTION FROM ROOSEVELT, UTAH ALONG SOUTH COVE ROAD APPROXIMATELY 4.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO SOUTHWEST; TURN LEFT AND PROCEED IN A SOUTHWESTERLY, THEN WESTERLY DIRECTION APPROXIMATELY 2.2 MILES TO THE BEGINNING OF THE PROPOSED ACCESS FOR THE #13-22D-22 SOUTH ALTAMONT TO THE SOUTH; FOLLOW ROAD FLAGS IN A SOUTHERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 1,540' TO THE PROPOSED ACCESS ROAD TO THE SOUTHEAST; FOLLOW ROAD FLAGS IN A SOUTHEASTERLY, THEN SOUTHERLY, THEN EASTERLY, THEN SOUTHEASTERLY DIRECTION APPROXIMATELY 1,249' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM ROOSEVELT, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 7.2 MILES.



PROPOSED LOCATION:
SA #12-23-22 & SA SWD #12-23-22

T2S

T3S

LEGEND:

PROPOSED LOCATION

BILL BARRETT CORPORATION

SA #12-23-22 & SA SWD #12-23-22
SECTION 23, T2S, R2W, U.S.B.&M.
NW 1/4 SW 1/4



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



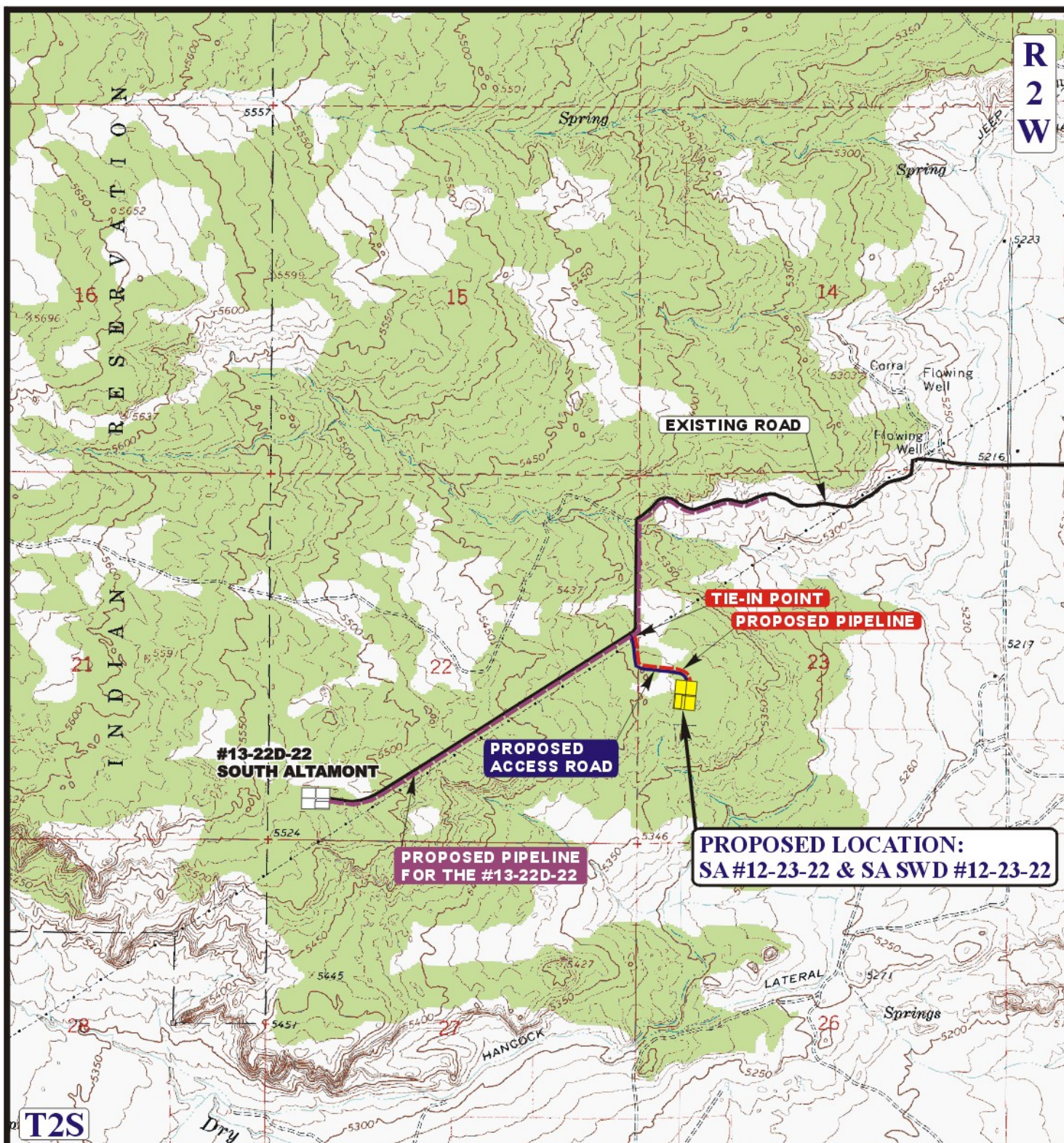
**ACCESS ROAD
MAP**

10 06 11
MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: C.I. REV: 10-01-12 J.L.G.



B
TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,240' +/-

LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- PROPOSED PIPELINE
- PROPOSED PIPELINE (SERVICING OTHER WELLS)



BILL BARRETT CORPORATION

**SA #12-23-22 & SA SWD #12-23-22
SECTION 23, T2S, R2W, U.S.B.&M.
NW 1/4 SW 1/4**



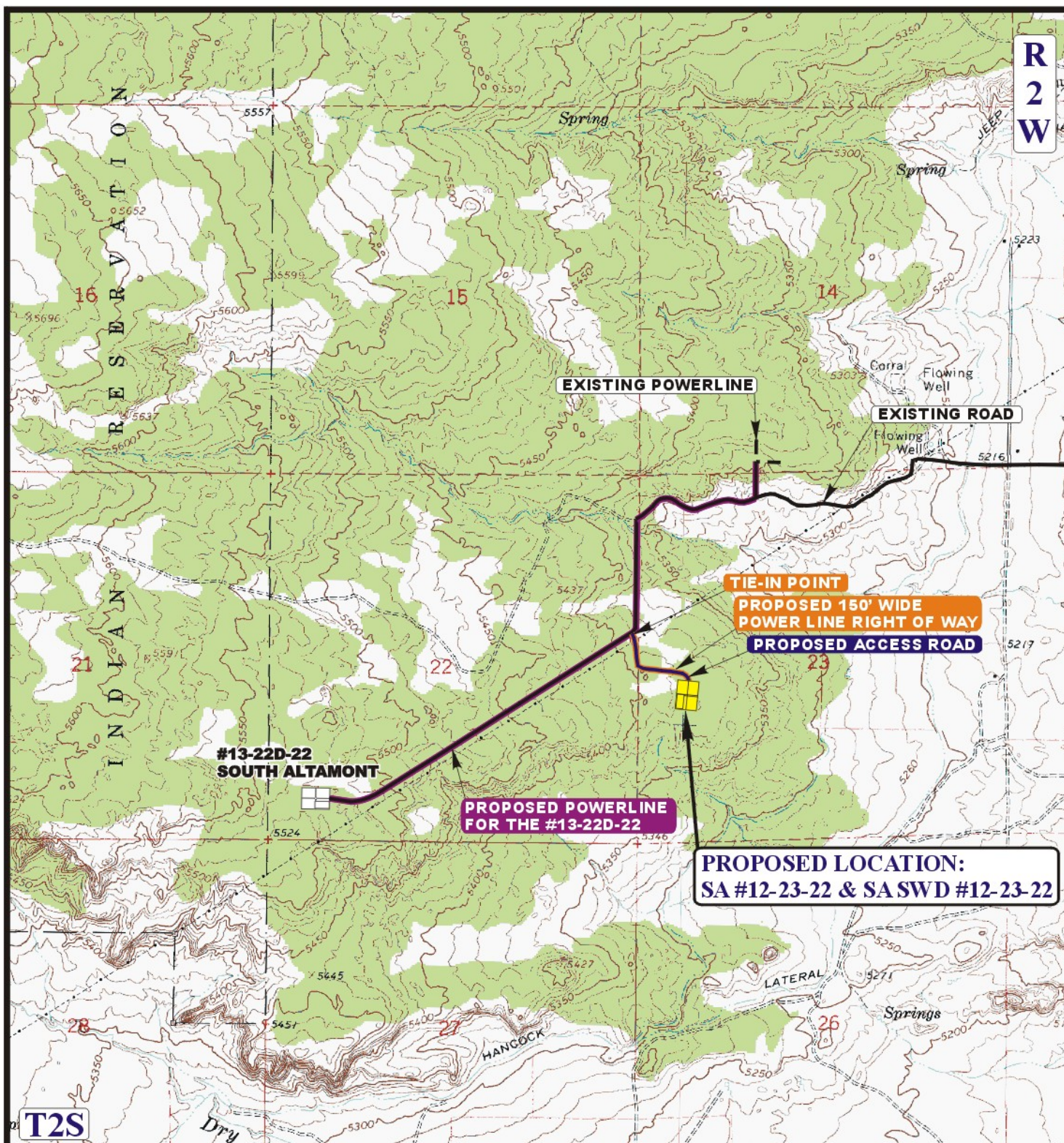
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

10 06 11
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.L. REV: 10-01-12 J.L.G.





APPROXIMATE TOTAL POWERLINE DISTANCE = 1,249' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- - - - - EXISTING POWER LINE

BILL BARRETT CORPORATION

SA #12-23-22 & SA SWD #12-23-22
SECTION 23, T2S, R2W, U.S.B.&M.
NW 1/4 SW 1/4



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**TOPOGRAPHIC
MAP**

10 06 11
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.L. REV: 10-01-12 J.L.G.



STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 12-23-22 SOUTH ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2120 FSL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSW Section: 23 Township: 02.0S Range: 02.0W Meridian: U		9. API NUMBER: 43013513000000
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: BLUEBELL
COUNTY: DUCHESNE		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 8/1/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100%;" type="text"/> </div> </div>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. BBC is requesting this APD be extended another year due to a change in drill schedule.		
Approved by the Utah Division of Oil, Gas and Mining Date: July 01, 2013 By:		
NAME (PLEASE PRINT) Brady Riley		PHONE NUMBER 303 312-8115
SIGNATURE N/A		TITLE Permit Analyst
DATE 6/27/2013		



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013513000000

API: 43013513000000

Well Name: 12-23-22 SOUTH ALTAMONT

Location: 2120 FSL 0700 FWL QTR NWSW SEC 23 TWNP 020S RNG 020W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 8/2/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☒ Yes ☐ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Brady Riley

Date: 6/27/2013

Title: Permit Analyst **Representing:** BILL BARRETT CORP

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
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1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 12-23-22 SOUTH ALTAMONT	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013513000000	
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		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 8/2/2015	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby request a one year extension for APD

Approved by the
July 10, 2014
Oil, Gas and Mining

Date: _____

By: 

NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 7/9/2014	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

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API: 43013513000000

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- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Christina Hirtler

Date: 7/9/2014

Title: Administrative Assistant Representing: BILL BARRETT CORP



GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

August 6, 2015

Bill Barrett Corp.
1099 18th Street, Suite 2300
Denver, CO 80202

Re: APDs Rescinded for Bill Barrett Corp., Emery and Duchesne County

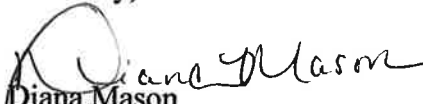
Ladies and Gentlemen:

Enclosed find the list of APDs that is being rescinded. No drilling activity at these locations has been reported to the division. Therefore, approval to drill these wells is hereby rescinded effective August 6, 2015.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
Brad Hill, Technical Service Manager
Bureau of Land Management, Price



43-015-50001 Federal 9H-17-16-13
43-013-51329 LC FEE 5-25D-47
43-013-51378 13-4-35 BTR SWD
43-013-51379 7-35-46 LC SWD
43-013-51300 12-23-22 South Altamont